THE WORLD'S GREATEST SUPER HERO!

The AMAZING SPIDER-MAN

SLOTT
CAMUNCOLI
SMITH
GRACIA

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WORLDWIDE MARVEL

The AMAZING SPIDER-MAN

WORLDWIDE

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SPECIAL THANKS TO DANIELE ORLANDINI

PREVIOUSLY:

THE AMAZING SPIDER-MAN'S "FRIENDLY NEIGHBORHOOD" HAS GOTTEN A WHOLE LOT BIGGER! PETER PARKER'S COMPANY, PARKER INDUSTRIES, IS CHANGING THE WORLD WITH CUTTING-EDGE TECHNOLOGY AND HAS OFFICES ACROSS THE GLOBE. BUT GLOBAL SUCCESS HAS ALSO ATTRACTED GLOBAL DANGER! AS THE AMAZING SPIDER-MAN, PETER RECENTLY HUNTED THE DANGEROUS CRIMINAL ORGANIZATION ZODIAC FROM SAN FRANCISCO TO SHANGHAI TO LONDON AND EVEN OUTER SPACE!

FORTUNATELY, HE WAS ABLE TO STOP THEM, BUT THE CONFLICT TOOK ITS TOLL, AND PETER HAS RETURNED HOME TO NEW YORK TO BREATHE A SIGH OF RELIEF...

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SPIDER-MAN TEAMS UP WITH THE ALL-NEW ALL-DIFFERENT AVENGERS FOR THE FIRST TIME!
MARY JANE IS BACK, BUT WITH TONY STARK?!
REGENT MAKES HIS DESTRUCTIVE DEBUT!

POWER PLAY - PART 1: "THE STARK CONTRAST"

BRYANT PARK, NYC.

I SHOULD FEEL LIKE JAMES BOND IN ONE OF THESE, RIGHT?

THAT'S A RENTAL, PETE. RENTALS ARE MORE *JUNIOR PROM* THAN BOND.

YOU KNOW, YOU'RE THE C.E.O. OF A MAJOR COMPANY, YOU CAN BUY A TUX.

HARRY, C'MON. HOW CAN I STAND AROUND IN A ZILLION-DOLLAR SUIT...

...AND ASK PEOPLE TO DONATE MONEY TO THE *UNCLE BEN FOUNDATION?*

YOU HAVE NO IDEA HOW MUCH CLOTHES COST, DO YOU?

GRR. ASKED FOR A CLIP-ON.

LET ME. AND, BY THE WAY, WHY AM I YOUR PLUS-ONE TONIGHT? COULDN'T GET A DATE?

HARRY, MY LAST GIRLFRIEND WOUND UP BEING A CORPORATE MOLE...

...WHO TRIED TO KILL ME WITH MY OWN SPIDER-MOBILE.

THINK I NEED A BREAK ON THAT FRONT.

MAN, I HAVEN'T BEEN BACK HERE SINCE AUNT MAY'S WEDDING. REMEMBER THAT?

WAS *NOT* INVITED.

UGH. SORRY. SOMETIMES IT'S HARD TO KEEP TRACK OF IT ALL.

Y'KNOW, IT WAS PROBABLY FOR THE BEST.

THERE WAS A *LOT* OF DRAMA THAT NIGHT.

END OF THE EVENING AUNT MAY TOSSES HER BOUQUET AND--*BAM*--MJ SHOWS UP AND CATCHES IT.

TALK ABOUT TIMING.

I KNOW! RIGHT OUT OF THE BLUE. HADN'T SEEN HER IN AGES. *BEYOND* AWKWARD.

NO. I MEAN...

AHEM.

MJ?!

TIGER.

WHAT ARE YOU DOING HERE?

MAKING AN ENTRANCE.

FLAWLESSLY.

THANKS, HARRY. ALWAYS A CHARMER.

NO, I MEANT... UM...DID MY PEOPLE SEND YOU AN INVITATION OR...?

I'M HERE WORKING, PETE. FOR MY NEW BOSS.

"NEW"? WHAT HAPPENED TO YOUR NIGHTCLUB?

BURNT DOWN.

AGAIN?! HOLD ON. "BOSS"? WHA? WHO?

HEY THERE, TRUE BELIEVER.

HEY, TONY. THANKS FOR COMING.

PETE, THIS IS MY NEW BOSS.

WAIT! STARK?! YOU'RE WORKING FOR TONY STARK?!

PARKER. YOU TWO KNOW EACH OTHER, RIGHT?

KNOW EACH OTHER? TONY, *ALL* OF US *LIVED* TOGETHER. IN AVENGERS TOWER.

REMEMBER?

BACK WHEN I HELPED YOU BUILD THE *IRON SPIDER* SUIT FOR SPIDER-MAN?

NOPE. SORRY. I'M TONY STARK. I MEET A LOT OF PEOPLE.

SOMETIMES IT'S HARD TO KEEP TRACK OF IT ALL.

SO I'VE HEARD.

TONY, THIS IS ONE OF MY--AND PETER'S-- BEST FRIENDS. HARRY--

OSBORN. I KNOW. CORNROWS GIVE IT AWAY.

YOU'RE NORMAN'S KID.

I'M GOING BY HARRY LYMAN NOW. LEGALLY CHANGED IT TO MY *MOTHER'S* MAIDEN NAME.

NOT MUCH OF A DISGUISE.

NOT MEANT TO BE. I'M NOT HIDING ANYMORE.

I'M JUST MAKING A BREAK FROM MY FATHER AND BEING MY *OWN* MAN.

...

THAT MUST BE NICE.

COME ALONG, MR. LYMAN. YOU NEED TO CATCH ME UP. ON *EVERYTHING.*

ALL THE JUICY PETER STUFF?

SKIP TO THE MOST EMBARRASSING BITS.

SPEAKING OF MAKING A NAME FOR YOURSELF... *"PARKER INDUSTRIES"?*

WHAT *ABOUT* PARKER INDUSTRIES?

CONGRATULATIONS. YOU SHOT TO THE TOP FROM... WELL...

...NOWHERE. WHO COULD'VE SEEN *THAT* COMING?

WHY DOES THAT *NOT* SOUND LIKE A COMPLIMENT?

ALL I'M SAYING IS WHILE YOU'RE ON TOP, *FLAUNT* IT. *ENJOY IT.* YOU NEED TO LEARN TO STRUT, SON.

NO. NO. NO. THAT'S NOT WHAT I'M ABOUT.

I'M SETTING UP CHARITIES. BUYING SUITS OFF THE RACK. NOT THROWING MONEY AROUND.

YOU KNOW, DOING THIS *RIGHT.*

RIIIIGHT. LIKE THE WAY YOU'VE BEEN FUNDING YOUR PAL, SPIDER-MAN...

...AS HE BLOWS UP JETS, ROCKETS, WHOLE SATELLITE SYSTEMS. DIDN'T HE *SHATTER* THE *ROSETTA STONE?*

THAT-- THAT WAS SCORPIO.

AND HOW MUCH DID *THAT* SET YOU BACK?

THAT GUY OF YOURS IS BURNING THROUGH *BILLIONS.*

AH. SORRY. EAVESDROPPING. IT'S NOT BILLIONS.

THANKS, HARRY.

MORE LIKE HUNDREDS OF MILLIONS.

NOT HELPING.

YIKES. I'LL DONATE WHAT I CAN TO YOUR CHARITY, PARKER...

...BUT I DON'T THINK EVEN *I* COULD COVER THAT MUCH.

C'MON, TONY. LET'S FIND OUR SEATS. LATER, FELLAS. NICE TUX, PETE.

IT'S A *RENTAL.*

OKAY, *THAT* WAS NOT PRETTY.

MJ. WITH TONY FREAKIN' STARK. THAT'S *CRAZY,* RIGHT?

SURE THING, MR. BOY-BILLIONAIRE-FROM-QUEENS. WHATEVER YOU SAY.

ANTHONY, GOOD TO SEE YOU HERE. AND FOR SUCH A WORTHY CAUSE.

HI. AUGIE, LOOKING VERY DAPPER THIS EVENING.

AND WHO IS YOUR CHARMING COMPANION?

MY NEW PERSONAL ASSISTANT AND RIGHT HAND.

MARY JANE WATSON, THIS IS *AUGUSTUS ROMAN*, C.E.O. OF *EMPIRE UNLIMITED*.

I-I'M SORRY, BUT HAVE WE MET BEFORE?

CERTAINLY NOT. I'M SURE I'D REMEMBER.

HARRY, DON'T LEAVE ME HERE. STILL KINDA WEIRDED OUT THAT MJ'S HERE.

OHMIGOD... IS THE MIC ON?

NO. CHALK IT UP TO PARKER LUCK.

DO YOU EVEN *KNOW* HOW PARKER LUCK WORKS?

YEAH. KNOCK 'EM DEAD, BOSS. BUT *DON'T* OPEN WITH A JOKE.

WHY NOT?

YOU'RE NOT FUNNY.

POOR GUY. THEY'RE GONNA EAT HIM ALI--*LIZ!*

OF COURSE, YOU'RE HERE AS THE HEAD OF *ALCHEMAX*. SO, WHO'S YOUR DATE?

NOT THAT IT'S ANY OF *YOUR* CONCERN, BUT MR. STONE IS A BUSINESS ASSOCIATE.

OSBORN.

IT'S *LYMAN*. LIZ, I DIDN'T MEAN TO--

OUR KIDS AREN'T HERE, HARRY. WE DON'T HAVE TO WEAR OUR SMILES. OKAY?

TONIGHT IT'S JUST *BUSINESS*.

OOOKAY, THEN.

LIZ ALLAN, YOU ARE GETTING SOFT.

I KNOW WHAT THAT WAS. YOU DON'T WANT HIM AROUND FOR WHEN THE *ACTION* STARTS.

QUIET. ALL I CARE ABOUT IS IF THIS *"FRIEND"* OF YOURS CAN GET THE JOB DONE.

C'MON, PARKER. YOU CAN DO THIS. YOU'VE DONE IT A THOUSAND TIMES.

YOU'VE SPOKEN ON LIVE TV. TO ALL OF *CHINA.* IN *MANDARIN.* YOU GOT THIS.

SO, THE UNCLE BEN FOUNDATION. WHAT'S THAT ALL ABOUT? *RICE?*

...

TOUGH ROOM.

IT'S ACTUALLY ABOUT HELPING THOSE IN NEED AROUND THE WORLD.

BUT YOU KNEW THAT OR YOU WOULDN'T... UM...

I'M DYING UP HERE.

I CAN FACE DOCTOR DOOM OR THE JUGGERNAUT. EASY.

BUT KNOWING YOU'RE RIGHT THERE, MJ... AND WITH TONY STARK?

EVERYTHING'S WRONG. IT SHOULDN'T BE LIKE THIS.

I'VE SCREWED UP EVERYTHING BETWEEN US, HAVEN'T I?

I FEEL TERRIBLE. SOMETHING BETWEEN BUTTERFLIES IN MY STOMACH...AND *SPIDER-SENSE?*

OUTTA THE WAY, FAT CAT!

LOOK AT ALL OF YOU! THE ONE PERCENT! PULLING OUT YOUR CHECKBOOKS AND TRYING TO BUY BACK A PART OF YOUR SOULS!

WELL, THIS **GHOST** SEES RIGHT THROUGH YOU!

SKRANG

YOU'RE HYPOCRITES! FEEDING OFF THE POOR AND DISENFRANCHISED!

AND NONE OF YA'S WORSE THAN *YOU*, AUGUSTUS ROMAN!

WHAT HAVE I--?

PARKER?! IS HE OKAY?!

OH, GUS, SO *INNOCENT!*

THE MAN BEHIND THE PRIVATIZATION OF SUPER-PRISONS!

YOU'VE LINED YOUR POCKETS OFF OF THE MISERY AND DESPAIR OF THE SUPERHUMAN COMMUNITY!

YOU THINK YOU'RE SO UNTOUCHABLE.

HOW'S *THIS* FEEL, BIG MAN?!

ARGHH!

WHOOOM

GET DOWN!

MJ? ARE YOU--

I'M FINE. GO DO YOUR AVENGING THING.

YOU'RE THE BOSS.

OF COURSE THIS HAPPENS NOW.

WITH MJ HERE. GOOD THING SHE'S WITH STARK.

CAN TRUST HIM TO LOOK AFTER HER WHILE I TAKE OFF.

WATSON'S ALL OVER THIS.

WHICH LEAVES ME FREE TO TAKE CARE OF BUSINESS.

HEY, WATCH THIS!

MR. STARK! YOU GONNA SUIT UP?

YOU KNOW IT! FEEL FREE TO POST THIS.

NOT EVERY DAY YOU GET TO SEE...

SPIDER-SENSE SAYS I'M IN THE CLEAR.

NOBODY'S WATCHING.

ARMOR'S ON. TIME FOR...

...THE ONE AND ONLY...

...FRIENDLY NEIGHBORHOOD...

IRON MAN!

HYPER-DENSITY WAVES. BLASTS OF AIR AS HARD AS *SOLID STEEL!*

RECOGNIZE THE DESIGN? SOMETHING I STOLE FROM YOUR *OWN* CORPORATION!

THEY CAN PULVERIZE A-- WAIT! HOW ARE *YOU* STILL STANDING?!

RRRRAAAARRRRRGGGHHH!

PETER?!

WHAT ARE YOU *DOING*, HARRY? ***RUN!***

YOU TRIED YOUR BEST, ALLAN. NOW LET'S LEAVE OUR GUY TO DO WHAT *HE'S* BEST AT.

I'LL BE RIGHT THERE. JUST--

PARKER! WHERE ARE YOU?!

HEY, GHOST. LONG TIME, NO SEE.

FREAKY. I WAS JUST ABOUT TO SAY THE SAME THING.

UNBELIEVABLE. WILL YOU LOOK AT THIS?

BOTH STARK *AND* PARKER INDUSTRIES' CORPORATE MASCOTS!

DISGUSTING. LIKE BEING ATTACKED BY THE MICHELIN MAN AND A CARTOON GECKO.

YOU'RE BOTH A BUNCH OF CORPORATE TOOLS! YOU KNOW THAT, RIGHT?

BACK OFF, SHELL HEAD. I GOT THIS!

NO. *YOUR* REPULSORS ARE SCATTERING *MY* WEBS!

SPIDEY, STOP! YOUR WEBS ARE BLOCKING MY REPULSORS!

THWAK

"YOUR CHOCOLATE IS IN MY PEANUT BUTTER"? SERIOUSLY?

ONE, I DON'T UNDERSTAND THAT REFERENCE. AND TWO, GET LOST. GHOST IS *MY* BAD GUY.

IS NOT. I'VE FOUGHT HIM FOR YEARS.

YEAH? WELL, I FOUGHT HIM *LAST--*

RIGHT. BACK WHEN HE BLEW UP THE OLD PARKER INDUSTRIES PLANT? NICE.

HEY!

*WHY DON'T YOU LET THE GUY WHO'S DEFEATED HIM THE **MOST** DEAL WITH THIS?*

ARE YOU TWO FOR *REAL?*

DIBS!

WHAT KIND OF GROWN MAN CALLS DIBS?

GNN!

PATHETIC. LOOK AT THEM. SO-CALLED "SUPER HEROES." SQUABBLING LIKE INFANTS.

TELL ME ABOUT IT. GIVE ME YOUR HAND.

MS. WATSON? YOU SHOULDN'T BE HERE.

YEAH. HEARD THAT A COUPLE TIMES TONIGHT. MOSTLY IN AN INNER MONOLOGUE.

NOW, LET'S GET YOU CLEAR OF--

WHOA. YOU'RE PRETTY HEFTY THERE, AREN'T YOU, TIGER?

I... WORK OUT.

HEY! LET ME HELP OUT. MJ, YOU SEEN PETE ANYWHERE?

UM. YEAH. TRUST ME. HE'S SAFE.

MISS. YOUNG MAN, PLEASE. YOU DON'T HAVE TO. I'LL BE FINE.

LEAST I CAN DO. SOMEONE SAVED ME AND MY KIDS A FEW NIGHTS AGO. JUST PAYING IT FORWARD.

YOU BELIEVE THIS, HARRY?

WHAT? YOU? ME? HELPING INNOCENT BYSTANDERS GET AWAY FROM A SUPER HERO FIGHT?

LIKE OLD TIMES. SOME THINGS NEVER CHANGE.

IF YOU'RE REALLY ALL ANTI-CORPORATE NOW AND ABOUT FIGHTING THE MAN...

...YOU SHOULD CHOOSE ME, 'CAUSE PARKER INDUSTRIES IS A *WAY* BIGGER DEAL THAN STARK.

YOU HAD TO GO THERE?

UM...

GOOD POINT. YOU WIN.

SPKAAM!!

KRRRR

DON'T KNOW HOW HE DID IT...

...BUT HE GOT ME TO SAY, "*DUCK SEASON*" AND "*FIRE.*"

NOW THAT WE'VE GOTTEN THAT OUT OF THE WAY...

...THIS SHOULD WRAP THINGS UP NICE AND... EASY?

MULTI-VIBRATIONAL REPULSOR RAYS.

NEW MOVE. INNOVATIVE. LOW-BUDGET. I'M IMPRESSED.

SPOOM

MIGHT HAVE EVEN WORKED ON THE *OLD* ME.

BUT I'VE MADE SOME IMPROVEMENTS, TOO. SEE?

IS IT ME, OR IS THIS LESS OF A SUPER HERO FIGHT...

...AND MORE OF A TECH DEMO?

HERE, TRY MY Z-METAL WEB-COILS--

NICE TRY. SAW YOU USE 'EM TWO MONTHS AGO ON *YOUTUBE*.

HONESTLY, I'M GETTING EMBARRASSED FOR THE BOTH OF YOU.

HAPPY NOW? BOTH OF YOUR OPENING MOVES TANKED.

WE DONE HERE? BECAUSE I HAVE OTHER TARGETS TO HIT TONIGHT.

OKAY, WE BUMPED HEADS, WE *KIBITZED*...

...YOU KNOW THE THIRD STEP IN TEAM-UPS, STARK?

WE ACTUALLY TEAM UP.

IN EVERY SENSE OF THE WORD.

YOUR MULTI-VIBRATIONAL BLASTS WENT RIGHT THROUGH HIM, BUT WHAT IF...

...THEY HAD SOMETHING TO VIBRATE INSIDE OF HIM?

THWIP

LIKE MY WEB-COILS.

CALL IT THE FIRST STARK/PARKER INDUSTRIES *MERGER!*

ZWRAKK

NO FAIR-- *RRRGHH!*

ZWRAKK

HA! CHECK IT OUT. MIDTOWN MANHATTAN LIBRARY.

SO?

FROM THE FIRST SCENE IN *GHOSTBUSTERS.*

AND WE BEAT HIM BY "*CROSSING THE STREAMS.*" GUESS YOU COULD SAY...

GHOST BUSTED!

YOU--YOU DID *NOT* JUST STEP ON MY LINE--

GOOD ONE, STARK!

POSTING THAT.

IT WAS NOTHING.

CRUSHED IT!

OH, IT'S ON! TAKE MY GIRL AND MY BAD GUY? FINE! BUT WHEN YOU TAKE MY *QUIP*...

Tube

WHO YA GONNA CALL? :-D

GHOST BUSTED!

IronManiac68: THIS! Not enough likes in the world.
TeamTony4Ever: Too perfect. Had to be staged.
ExcelSeñor: ROFL
Candace9391: Make money at home. New and easy. I earned $6,200 in one week.
HeroOrMenace: I don't understand why his chest spider glows. Lame.

...IT GETS PERSONAL.

HEY, CHECKING IN. YOU OKAY?

YOU MEAN THAT FIASCO? SORRY I BAILED--

NO. I MEANT ALL THAT STUFF WITH MJ.

ALREADY ON TO THE NEXT THING.

GOOD. 'CAUSE WE ALL NEED THAT BIG BRAIN OF YOURS COMING UP WITH BOLD NEW IDEAS.

THANKS, HARRY.

OH, I'M JUST TEEMING WITH IDEAS. IN FACT THIS NEXT ONE'S A BEAUT!

MAKE MARY JANE WATSON YOUR PERSONAL ASSISTANT?

WELL, *TWO* CAN PLAY IT THAT WAY, STARK!

PEPPER POTTS! HOW'S IT GOING?

THIS IS PETER PARKER FROM PARKER INDUSTRIES.

I WANTED TO OFFER YOU A ONCE IN A LIFETIME, NAME-YOUR-OWN-PRICE KINDA JOB HERE AT--

NO.

THE CELLAR.

TRANSPORT 2, SCANNING COMPLETE. YOU ARE CLEAR TO LAND.

WE'RE ON HIGH ALERT, PEOPLE. WE HAVE A FULL COMPLEMENT TODAY.

HOW MANY WITH POWERS?

JUST ONE. PRISONER #3875. LONNIE LINCOLN, TOMBSTONE."

KEEP AN EYE ON HIS INHIBITOR COLLAR AT ALL TIMES.

THIS IS QUITE A SETUP, MR. ROMAN.

THANK YOU, MS. BRANT. SO FAR WE'VE MAINTAINED A PERFECT RECORD.

I'VE HEARD A LOT ABOUT THE CELLAR'S SECURITY SO FAR, AND WHILE IT'S ALL VERY IMPRESSIVE...

NO ESCAPES. AND EVERY PRISONER KEPT IN THEIR PROPER PLACE.

...I THINK THE READERS OF THE *DAILY BUGLE* WOULD ALSO BE INTERESTED IN WHAT YOU'RE DOING...

...TO HELP ***REFORM*** SO MANY OF THESE REPEAT OFFENDERS.

SUPER CRIMINALS. LET'S ALWAYS REMEMBER THAT THESE ARE ***EXTRAORDINARY*** OFFENDERS...

...AND THAT REQUIRES ***EXTRA*** CARE.

"FIRST AND FOREMOSET, WE MAINTAIN A STRICT SEPARATION OF OUR INMATES.

"PLACING OUR SUPERHUMAN POPULATION FAR FURTHER UNDERGROUND IN OUR MOST SECURE LOCATION."

"ALL OTHERS ARE STRIPPED OF THEIR ADVANCED TECHNOLOGY, WHICH IS STORED AT A REMOTE SITE...

"...AND STUDIED IN AN ATTEMPT TO REPURPOSE IT FOR PEACEFUL APPLICATIONS."

IT'S ONE OF THE ***MANY*** WAYS EMPIRE UNLIMITED SERVES THE PUBLIC GOOD...

...AND MAKE THE WORLD A BETTER PLACE. FOR ALL US...***NORMAL*** PEOPLE.

THE WAY YOU SAY THAT... I'VE READ UP ON YOU, AUGUSTUS.

YOU LOST YOUR FAMILY TO A SUPER VILLAIN ATTACK.

A ***SUPER-HUMAN*** SKIRMISH, AND YES, BETTY. THAT'S TRUE...

"...BUT THAT'S TRUE FOR A LOT OF PEOPLE. THAT'S WHY IT'S SO IMPORTANT...

"...THAT THESE BEINGS WITH ALL OF THEIR INCREDIBLE INHUMAN ABILITIES ARE CONTAINED. CONTROLLED."

THAT THEY'RE KEPT IN THE RIGHT HANDS.

WITH UNLIMITED POWERS MUST COME UNLIMITED RESPONSIBILITY.

HMM. I'VE HEARD SOMETHING LIKE THAT BEFORE.

NOW, IF YOU'LL EXCUSE ME. MY MEN WILL ENSURE YOUR SAFETY AND SEE YOU BACK TO THE MAINLAND.

THANK YOU FOR YOUR TIME, MR. ROMAN. AND IF I HAVE ANY FOLLOW-UP QUESTIONS?

I'LL BE HERE AT YOUR CONVENIENCE, MS. BRANT.

ANYTHING TO REASSURE THE PEOPLE OF NEW YORK THAT WE'RE LOOKING OUT FOR THEM...

...AND HAVE THEIR BEST INTERESTS AT HEART.

WHATEVER THE COST.

WHAT THE HELL IS THIS?!

YOU CAN'T--*HAKK KGG GG--*

DR. STILLWELL, WHERE DO WE STAND?

WE ARE AT MAXIMUM CAPACITY, MR. ROMAN. ALL CONTAINMENT PODS ARE FILLED--

WITH SUPERHUMAN *OFFENDERS.*

CORRECT.

THEN WE MUST BEGIN PREPPING THE NEXT PHASE.

...

ARE YOU SURE ABOUT THIS?

ABSOLUTELY.

THE PROBLEM HAS ALWAYS BEEN SUPER-*POWERS.*

AND THE WORLD WILL BE A BETTER PLACE WHEN THOSE POWERS ARE IN *MY HANDS.*

POWER PLAY - PART 2: "CIVIL WAR REENACTMENT"

NEW YORK HARBOR.

ROXXON

SURFACE DWELLERS, YOU ARE ON NOTICE!

FROM NOW ON, YOU WILL SEE THE FOULNESS THAT YOU SPREAD DEEP INTO *OUR* KINGDOMS SPILLED ONTO *YOUR* SHORES!

IT'S ONE OF THOSE SUPER-FISH GUYS. LIKE, NAMOR OR SOMETHING!

WE DON'T GOT THE MEN FOR THIS! CALL IN THE AVENGERS! FAST!

...WE REPEAT. STAY OUT OF LOWER MANHATTAN. THIS IS AN OMEGA-LEVEL EMERGENCY!

HEY! LOOK! UP IN THE SKY!

NYPD

FROBISHER

E.S.U.

THANK GOD, IT'S **REGENT!**

OH, THIS'S GONNA BE GOOD!

YOU GOT THIS! MESS HIM UP, MAN!

WANTON DESTRUCTION. ENDANGERING THE PUBLIC.

I DON'T NEED TO SEE ANY MORE--

--AND I CERTAINLY DON'T NEED TO HOLD ANYTHING BACK!

KR-KOWW

MPHH!

I AM NOT SCARED OF YOU, AIR-BREATHER!

I AM ORKA! I'VE FACED YOUR ARMIES AND YOUR AVENGERS!

AND YOU-- YOU'RE JUST ONE MAN!

WAP

TRUE.

BUT ONE MAN--THE *RIGHT* MAN-- WITH ENOUGH POWER ON HIS SIDE...

NRAKKK

...CAN DO THE *IMPOSSIBLE!*

THAT MAN CAN *SAVE THE WORLD!*

EVERYONE ON THE DOCKS!
SHIELD YOUR EYES--
TZZZZZ
WHOOOMFF
MY SUPER-SENSES CONFIRM IT.
ALL THE CONTAMINANTS HAVE BEEN BURNED AWAY. YOU'RE SAFE.
WAY TO GO, REGENT!
DUDE, YOU'RE AWESOME!
WOO-HOO!
THANK YOU!
YOU ROCK!
IT NEVER STOPS. EVERY DAY, THERE'S MORE OF THEM. BUT IT DOESN'T MATTER.
YOU'LL SEE. I'LL PROTECT YOU ALL.
WHATEVER IT TAKES.

PARKER INDUSTRIES, NEW YORK

...AND THAT WAS THE SCENE LAST NIGHT, AS NEW YORK'S NEWEST HERO, REGENT...

...PULLED DOUBLE DUTY, CLEANING UP THE CITY IN MORE WAYS THAN ONE. OVER TO YOU, NATALIE...

WOW! YOU EVER SEE ANYTHING LIKE THAT, HARRY?

YEAH, JULES. COUPLE WEEKS AGO. FIRSTHAND. REGENT SAVED ME AND MY FAMILY.

AND LET ME TELL YOU, HE'S EVERY BIT AS IMPRESSIVE IN PERSON.

OHHH, HARRY. I KNOW THAT LOOK.

SAW IT ON YOUR FACE EVERY TIME FLASH THOMPSON SCORED A TOUCHDOWN.

I HAVE NO IDEA WHAT YOU'RE TALKING ABOUT, PARKER.

YOU'RE MAN-CRUSHING.

AM NOT.

DON'T WORRY, HARRY...

...I'LL SAVE YOU THIS TIME.

BETTY BRANT?! IT'S BEEN FOREVER. SO GOOD TO SEE YOU!

WHAT BRINGS YOU BY THE OL' BAXTER BUILDING?

THANKS, BETTS.

JUST CATCHING UP WITH HARRY. YOU KNOW, LUNCH WITH THE OLD GANG.

YOU'RE MORE THAN WELCOME TO--

NOPE. PETE'S THE BIG BOSS MAN, BETTS. NO CAN DO.

WHAT?

LOTS OF MEETINGS. SPREAD-SHEETS. PIE CHARTS.

UM... OKAY.

WHAT WERE YOU THINKING?

OH! RIGHT. SORRY.

MR. PARKER! THERE YOU ARE.

I HAVE THESE QUARTERLY REPORTS FOR YOU, SIR.

AND IF YOU COULD GO OVER THESE SPREADSHEETS...

OH MY GOD. HE WASN'T JOKING.

IS THAT A PIE CHART?

UM. IT COULD *BE* A PIE CHART. WANT ME TO REFORMAT IT, SIR?

MR. PARKER!

--MOMENT OF YOUR TIME.

--NEED IT BY NOON.

TWO PIE CHARTS AND A VENN DIAGRAM WOULD ACTUALLY--

OOH! JUST REMEMBERED... I CAN'T. PREVIOUS APPOINTMENT. I'M PART OF A "BIG BROTHER" PROGRAM.

BUT, SIR! THIS IS A BILLION-DOLLAR DEAL! HOW IS *THAT* MORE IMPORTANT?

LIKE THEY SAY, CHILDREN ARE OUR FUTURE.

WHEW.

SOME DAYS, I HAVE *NO* IDEA HOW I GOT HERE.

OR WHERE I'M GOING.

THWIP

BUT SOMEHOW, WHEN I'M UP HERE...

...SWINGING ON A WEB, AND ALL OF NEW YORK IS SPREAD OUT IN FRONT OF ME...

...EVERYTHING MAKES SENSE.

MAN, HOW DOES A GUY LIKE TONY STARK DO THIS?

HAVE A LIFE, RUN A COMPANY, ***AND*** BE A SUPER HERO.

FEELS LIKE ***I'M*** BACK IN HIGH SCHOOL--EXCEPT INSTEAD OF LETTING A TEACHER DOWN...

...I'M DISAPPOINTING AN ENTIRE CORPORATION!

PUT IT ASIDE, PARKER. 'CAUSE YOU WEREN'T EXACTLY LYING BACK THERE...

...YOU ACTUALLY DO HAVE A BIG BROTHER BATTING CAGE PLAYDATE WITH YOUR VERY OWN PROTEGEE...

...***MILES MORALES,*** THE ALL-NEW AND EQUALLY AMAZING SPIDER-MAN!

PEW! PEW! PEW!

YOU SEEIN' THIS?!

THIS'S AWESOME! GO SPIDEY! MAN, I LOVE BEING IN NEW YORK!

HEY! FIRST, WHAT'VE I TOLD YOU ABOUT THAT?

IT'S **NOT** "PEW. PEW. PEW."

RIGHT. "THWIP. THWIP. THWIP."

EXACTLY. AND SECOND... WHAT ARE ***YOU*** DOING HERE?

WHAT? I WAS JUST WARMING UP.

NOT YOU.

HIM.

HI. DON'T MIND ME. JUST PRETEND I'M NOT HERE.

OH, WHO AM I KIDDING? LIKE ***THAT'S*** EVEN POSSIBLE.

IT'S NO BIG THING. I WAS JUST COMING FROM AN ***AVENGERS*** MEETING WITH ***IRON MAN*** AND...

AND I JUST WANTED TO MAKE SURE THE KID'S NEW ***WEB-SHOOTERS*** WERE WORKING ALL RIGHT.

NEW WEB-SHOOTERS? BUT I GAVE HIM HIS...

WHY DOES HE NEED ***NEW*** ONES?

HONESTLY? WE GO *WAY* BACK, SO THIS IS JUST BETWEEN YOU AND ME...

...BUT THE *DESIGN WORK* ON THOSE THINGS IS *TERRIBLE*. SO I *FIXED* 'EM.

YOU "FIXED" THEM.

OOH. NOT GOOD.

TONY, PLEASE STOP BEFORE YOU...

YEAH. YOUR PAL, PARKER, BUILT THOSE, RIGHT?

YES. HE. DID.

WE DON'T HAVE TO TELL HIM, BUT...

...IF YOU WANT, I COULD FIX *YOURS*, TOO.

KRKK

MIDTOWN MANHATTAN.

HEY, MJ. OVER HERE.

SEE, BETTS. THIS HERE IS WHY WE'RE HAVING A NO-PETE LUNCH.

IT'S REALLY *THAT* BAD BETWEEN THEM?

I'VE SEEN WORSE. BUT WHY RISK IT?

HEY, GUYS. SO WHAT'S UP? JUST US? NO FLASH?

HAVEN'T HEARD FROM HIM IN AGES.

IT'S LIKE HE'S FALLEN OFF THE FACE OF THE EARTH.

BUT FROM WHAT I HEAR, RED, *YOU* ARE ON TOP OF THE WORLD.

WORKING FOR *THE* TONY STARK. *MMM.*

IT'S JUST A JOB, BETTY.

SUUUURE. *LOOK* AT YOU ALL. YOU AND HARRY WORKING FOR MAJOR CEOs.

PETER AND LIZ ALLAN *BEING* MAJOR CEOs. YOU GUYS ARE RUNNING *EVERYTHING.*

CUT IT OUT.

AND I'M JUST RUNNING IN PLACE.

MJ'S RIGHT. YOU'VE GONE FROM BEING A SECRETARY AT THE *DAILY BUGLE...*

...TO ONE OF THEIR *STAR* REPORTERS. LOOK AT THAT. *BAM.* FRONT PAGE!

DAILY BUGLE

EMPIRE UNLIMITED PROFITING FROM ESCAPE-PROOF SUPER-PRISON

DAILY O'BU

EMPIRE UNLIMITED PROFI
ESCAPE-PROOF SUPER

August Roman, C.E.O. of Bugle were granted access to Empire Unlimited, is previously unseen areas of ushering in a new age of hi the multi-billion dollar tech security measures at facility that rests only a few New York's latest miles off the tip of superhuman holding facility, Manhattan.
The Cellar ve at the Daily

AND THIS STORY IS QUITE AN ACHIEVEMENT. NOBODY'S BEEN GRANTED THIS MUCH ACCESS...

...TO EITHER AUGUSTUS ROMAN OR HIS NEW...SUPER... PRISON.

HOLD ON. THAT LOGO...

NO. NO. NO. THAT CAN'T BE...

BUT IT IS! WHEN REGENT SAVED MY FAMILY--I'LL NEVER FORGET THAT. THE SIZE OF HIM. THAT THING ON HIS CHEST.

AND, MJ, AT THAT FUNDRAISER. WHEN WE HELPED ROMAN AFTER HE WAS ATTACKED...

...HIS SHIRT WAS RIPPED OPEN. AND I'M NOT SURE, BUT I THINK I SAW...

WOW. HARRY, THINK ABOUT IT. BILLIONAIRE INDUSTRIALIST.

BIG AS THE HULK. RUNS A SUPER-PRISON.

TOOK A HIT FROM A BAD GUY AND *LIVED.*

NAHHH. WE'RE BEING CRAZY, RIGHT?

YEAH. HE'S REGENT.

TOTALLY REGENT.

I GOT SOME CALLS TO MAKE. LATER!

I MEAN, PARKER'S HEART'S IN THE RIGHT PLACE, SURE, BUT--

UM. TONY? SPIDEY?

MAYBE WE SHOULD TAKE THIS SOMEWHERE ELSE? BEFORE--

NO. IT'S COOL. WE'RE FINE. YOU WERE *SAYING?*

WELL, HE'S NOT CUT OUT FOR THIS.

"THIS" BEING?

THE BIG BOYS' TABLE. A GLOBAL COMPANY. C'MON.

EVERYONE KNOWS HE'S GOING TO SCREW IT UP. IT'S ONLY A MATTER OF TIME...

...AND I'M JUST SAYING, WHEN PARKER INDUSTRIES CRASHES, *I'M* HERE FOR YOU, WEB-HEAD.

REALLY?!

YEAH. YOU COULD COME WORK FOR *ME.*

FWAP

GREAT. LET'S START NOW. THIS IS ME, *BOSS.* FIRST DAY.

PUNCHING IN!

KRAKK

IRON MAN, DON'T!

GUYS! WHY DON'T WE ALL JUST TAKE A SECOND AND--

COULD'VE TAKEN MY HEAD OFF!

WHAT THE HELL IS YOUR PROBLEM?!

ME?! MY PROBLEM?!

WHAT YOU'RE SEEING HERE. THIS IS COMPANY LOYALTY!

I BELIEVE IN PARKER INDUSTRIES!

YOU'RE ACTING LIKE A LUNATIC. I WAS JUST TRYING TO GIVE YOU SOME SOUND FINANCIAL ADVICE--

SOUND? I'M AT ONE OF THE BIGGEST COMPANIES IN THE WORLD.

AND YOU WANT ME TO COME OVER TO YOUR LITTLE MOM-AND-POP STORE?

MOM-AND-POP?!

THAT DOES IT!

TIME! I'M CALLING A TIME-OUT.

ALL RIGHT. WORDS HAVE BEEN SAID. BUT IT'S NOT TOO LATE TO--

OOH, LOOK! I'M FLYING WITH IRON MAN.

THAT ONE OF THE REWARDS ON THE STARK KICKSTARTER PAGE?!

YEAH. IT'S TOO LATE.

WHOA! WHY ARE THEY FIGHTING EACH OTHER?

IT'S WHAT SUPER HEROES *DO* NOW.

THAT'S SO UNFAIR! WE FIGHT KANG AND HAMMERHEAD AND KEEP EVERYBODY SAFE AND--

COME ON, KIDDO. LET'S GET YOU AND THE POOCH OUT OF HERE!

YOU GETTIN' ALL THIS?

YEAH. YOU?

MAN, I'M PARKER-SCOPING THIS *LIVE!*

ACTUALLY, THAT'S A GOOD CALL. LET'S CLEAR THE AREA!

I THOUGHT THEY WERE GOOD GUYS.

NAH. ONE'S A SKRULL. AND THE OTHER'S--

STOP IT!

YOU STARTED IT!

--A JACKASS.

THINK YOU'RE SO TOUGH!

WITHOUT THAT ARMOR, WHAT ARE YOU?

WORLD'S HANDSOMEST INVENTOR. BUT EVERYTHING SPECIAL ABOUT YOU--

--CAME OUT OF A *SPIDER!*

I WOULD PAY TO SEE THIS.

THE CELLAR.

ALL THE TESTS ARE POSITIVE, SIR. DESPITE *ORKA'S* SIZE AND THAT HE'S FROM ANOTHER SPECIES...

...WE ARE STILL ABLE TO BEAM BOTH HIS GREAT STRENGTH AND HIS UNDERWATER BREATHING ABILITIES DIRECTLY INTO YOUR SUIT.

EXCELLENT WORK, DR. STILLWELL. NOW ONTO THE NEXT SUBJECT--

TZEEE TZEEE TZEEE

HM. A SUPERHUMAN CONFLICT DETECTED WITHIN THE CITY. ACTIVATE THE FEED.

HIGH TIME SOMEONE TOOK YOU DOWN A PEG, WALL-CRAWLER!

YOU WANT A PEG?! OH, I'LL GIVE YOU A PEG!

I DON'T UNDERSTAND. WHERE ARE THE VILLAINS?

IT APPEARS TO BE JUST THE TWO OF THEM.

NO. WAIT. THERE'S A THIRD...

HM. MY MISTAKE. IT'S JUST ANOTHER SPIDER-MAN.

THE RECKLESS FOOLS. BANDYING ABOUT THEIR POWER...

...WITHOUT THE SLIGHTEST CONCERN FOR THOSE AROUND THEM.

SHANNON, I HAVE DECIDED. IT'S TIME...

...TO BEGIN THE NEXT PHASE.

AAAAAND I'M OUT. SERIOUSLY, I DO NOT KNOW EITHER OF YOU RIGHT NOW.

I SWEAR, YOU'RE BOTH ACTING LIKE A COUPLE OF MAN-CHILDREN.

...YOUR BEST-SELLING PRODUCT IS NOTHING BUT A GLORIFIED iPHONE!

PEW PEW PEW!

THWIP THWIP THWIP!

THE OPERATING SYSTEM ON OUR WEBWARE IS YEARS AHEAD OF ANYTHING YOU'D EVER...

ASHAMED TO BE WEARING THIS COSTUME RIGHT NOW.

I REALLY NEED A NEW SUIT AND A NEW IDENTITY.

"KNIGHT SPIDER"? NAH. PEOPLE'D THINK I ONLY DO THIS AT NIGHT...

"KID ARACHNID"? NAH.

"WEB-MAN." SOUNDS... KINDA INTERNET-Y.

MAYBE-- WHA?

WHAT IS THIS?!

YO! WHOEVER'S BEHIND THIS, YOU BETTER CUT IT OUT! RIGHT NOW!

YOU HEARD ME! PUT ME...

POP!

...DOWN! GNFFF!

RIKKK

NOT COOL! WAIT-- I KNOW YOU.

YOU'RE THAT NEW HERO. *UM*, REGENT, RIGHT? WHAT'RE YOU ***DOING?***

SAVING THE WORLD.

SO, STEALING PARKER'S GIRL WASN'T ENOUGH, NOW YOU'RE GOING AFTER *MY* PROTEGE?

*WATSON'S **NOT** ANYBODY'S "GIRL." THAT'S NONE OF YOUR BUSINESS.*

AND AS FOR MORALES--

STOP! WHERE *IS* MILES?

FORGIVE ME, CHILD, FOR *THIS*--

THOK

--AND FOR DRAGGING YOU AWAY TO THIS SECLUDED SPOT.

FWAM

NO!

BUT SECRECY WAS KEY. YOU ARE TO BE THE FIRST...

...OF *MANY.*

KCHOOM

MILES!

COME ON!

GOING AS FAST AS I CAN.

IF YOU HAD LISTENED TO ME, I COULD'VE FIXED THOSE.

YOU DO NOT KNOW WHEN TO *QUIT*, DO YOU?

MY SENSORS SAY THIS IS THE EPICENTER OF THAT BLAST.
MINE, TOO.
ENOUGH. IT'S NOT A CONTEST, OKAY?
BACK OFF! I'M NOT THE ONE WHO WAS--
I KNOW! ALL RIGHT? IT WAS *ME*. THIS IS ALL MY FAULT.
WELL, I SURE DIDN'T HELP.
AGREED. BUT RIGHT NOW THE IMPORTANT THING IS...
MILES.
I FINALLY HAVE A SPIDER-POWERED ONE.
I DON'T KNOW WHY, BUT THAT FEELS LIKE AN ACCOMPLISHMENT TO ME.
LIKE AN ITCH I HAD TO SCRATCH.
HE'S MORE THAN A SPIDER, ROMAN. THE CHILD IS ALSO AN AVENGER.

I KNOW. THIS IS NEW TERRITORY. ONLY YOU AND I HAVE ACCESS TO SUB-LEVEL SEVEN, CORRECT?

YES. I DON'T KNOW HOW THE REST OF OUR STAFF WOULD FEEL...

...ABOUT UNDOCUMENTED *HEROES* BEING STORED DOWN HERE.

IT IS A LARGE BUT IMPORTANT STEP WE HAVE TAKEN HERE TODAY, STILLWELL.

THE CLOCK IS TICKING NOW. THERE'S NO TURNING BACK.

THE *OTHERS* WILL BE COMING. THEY'LL BE LOOKING FOR HIM.

LET THEM.

I WILL DO WHATEVER IS REQUIRED TO KEEP THIS WORLD SAFE.

ANYTHING AT ALL.

OH. I WASN'T EXPECTING YOU.

I CALLED AHEAD. AND YOUR SECURITY LET ME THROUGH.

YOU SAID IT WAS ALL RIGHT IF I DID A FOLLOW-UP TO MY REPORT.

ABSOLUTELY. I HAVE NOTHING TO HIDE, MS. BRANT. ASK ALL THE QUESTIONS YOU'D LIKE.

FINE. LET'S CUT TO THE CHASE.

AUGUSTUS ROMAN, ARE YOU SECRETLY *THE REGENT?*

14

POWER PLAY - PART 3: "AVENGERS ASSEMBLED"

JERSEY CITY.

MILES MORALES, I AM GOING TO *KILL* YOU.

YOU TEXT ME OUR DISTRESS CALL IN THE MIDDLE OF CLASS BUT THINGS COULD *NOT* BE MORE PEACEFUL HERE, AND YOU'RE NOWHERE IN SIGHT.

HELLO-OO? GPS SAYS YOU'RE RIGHT HERE!

ARE YOU USING YOUR CAMOUFLAGE? I SWEAR, IF YOU ARE PRANKING ME AGAIN, I'LL --

GAHH!

IZZZT

STILLWELL TO REGENT. STATUS REPORT?

SUCCESS. OUR YOUNG SPIDER-MAN'S VENOM TOUCH FUNCTIONS AS WELL AS HIS CAMOUFLAGE ABILITIES.

PREPARE MS. MARVEL'S TANK. WITH THESE CHILDREN'S UNIQUE TALENTS IN MY ARSENAL...

"...THEIR FELLOW AVENGERS...

"...WON'T KNOW WHAT HIT THEM.

"AND NEITHER WILL THE GOOD PEOPLE OF OUR CITY."

WEIRD. NEVER SEEN ONE OF 'EM FLY LIKE *THAT* BEFORE!

THAT'S *MEME WORTHY*: "NOVA, GO HOME. YOU'RE *DRUNK*."

KKAAA!

"SELF-PRO-CLAIMED 'HEROES' LIKE *CAPTAIN AMERICA*...

"...AND *THE VISION* NEVER WORRY ABOUT ENDANGERING CIVILIANS."

ERROR-- SYSTEMS OVERLOAD-- 0100111

"THANKFULLY, I DO."

WELL, START WORRYING ABOUT YOURSELF. THOSE ENERGY-SPEARS I MADE WITH *THE GHOST'S* TECH ARE DRAINING YOUR POWER.

YOU NEED TO TAKE A BREAK. YOU'RE PUSHING THE SUIT--*AND* YOUR BODY--

--PAST ANY LIMITS WE'VE EVER TESTED BEFORE!

NO! THE CLOCK'S TICKING. IT WON'T BE LONG TILL THE ENTIRE SUPER-HUMAN COMMUNITY REALIZES WHAT I'M DOING...

...AND COMES AFTER ME *EN MASSE*.

TO BEAT THEM...

...I'LL NEED THE POWER OF A *GOD*.

WHAKAWHH

AND I WILL HAVE IT!

WH-- UNGGHH!

I KNOW YOU NOT, MISCREANT. BUT IT WILL TAKE MORE THAN YOUR COWARDLY ATTACK TO FELL ME.

I'VE HEARD THAT FROM OTHERS. I CRUSHED THEM ALL.

PERHAPS. BUT NOW YOU FACE THE MISTRESS OF LIGHTNING. THE GODDESS OF THUNDER.

NOW YOU FACE THOR

KRAKAAOOM

THE DAVIS/MORALES HOUSEHOLD.

I DIDN'T KNOW OUR SON *ENTERED* A SCIENCE CONTEST, LET ALONE WON.

IT'S A JOINT STARK/PARKER INDUSTRIES INITIATIVE TO DEVELOP THE SCIENTISTS OF TOMORROW.

IT'S AN INTENSIVE COMPETITION FOR ONLY THE BEST AND BRIGHTEST.

LIKE MILES. YOU SHOULD BE VERY PROUD.

VERY. BUT THE RULES INVOLVE NO ACCESS TO THE INTERNET OR ANY OUTSIDE HELP. WE JUST WANT TO LET ALL THE PARENTS KNOW THAT EVERYTHING'S ALL RIGHT.

SO...TONY STARK *AND* PETER PARKER, CEOs OF MAJOR COMPANIES...

...ARE GOING TO *EVERY* FAMILY'S KITCHEN?

SURE. WHY NOT?

THAT JUST SEEMS... REALLY ODD, DOESN'T IT?

NAHHH. YOU'D BE SURPRISED AT HOW LITTLE WORK WE ACTUALLY *DO.* THE IDLE RICH. UNBELIEVABLE, RIGHT?

SO TO SUM UP, MILES: GREAT KID. BE HOME SOON. AND *BOTH* STARK AND PARKER INDUSTRIES THINK HE'S GOT A *BRIGHT* FUTURE. WE'LL JUST SEE OURSELVES OUT.

PARKER? WHAT THE HELL WAS THAT BACK THERE? WE CAME HERE TO SEE IF THEY WERE ALL RIGHT. MAYBE CALM THEM DOWN.

AND SEE IF MILES HAD SOMEHOW CONTACTED THEM. IF I WERE HIM, THAT'D BE MY FIRST MOVE.

"BE HOME SOON". THAT'S WHAT YOU *JUST* TOLD THEM. WE DON'T KNOW THAT!

LOOK, TONY, I'VE BEEN COVERING FOR *MY* SPIDER-MAN SINCE *HE* WAS MILE'S AGE.

HE'D GET ZAPPED OFF TO A MAGIC DIMENSION OR TELEPORTED TO THE *SAVAGE LAND. AND* COME BACK. WE CALL THAT "TUESDAY."

AND MILES IS BETTER TRAINED THAN MY PAL WAS AT THAT AGE. I HAVE *FAITH* IN HIM. NOW TELL ME...

...DID YOU PICK UP *ANYTHING* IN THERE?

PERFORMED A FULL SCAN. HE HASN'T BEEN HERE SINCE HE WENT MISSING.

NOW *YOU* LISTEN. BEING A SPIDER-MAN AND BEING HIS PAL ARE TWO DIFFERENT THINGS. AND I'VE HAD JUST ABOUT ENOUGH OF YOU TODAY.

CALL IN YOUR FRIEND. TELL HIM TO MEET US AT AVENGERS HQ AND MAYBE TOGETHER WE CAN FIX THIS MESS.

THE VERBAL GYMNASTICS YOU JUST WENT THROUGH...

YOU HAVE NO IDEA HOW GLAD I AM TO HAVE ALL OF THIS "SECRET IDENTITY" NONSENSE OUT OF MY LIFE.

TONY'S NOT PERFECT, BUT WITH HIM, EVERY-THING'S OUT IN THE OPEN.

WAS IT REALLY ALL THAT BAD? I-I'M SORRY...

...I CAN'T DO THIS NOW. ALL OF OUR SOAP OPERA.

THERE'S A KID MISSING. AND SOMETHING BIGGER IS GOING ON.

I KNOW. I LIVED IT TOO, TIGER. WE CALLED IT "TUESDAY."

FEEL LIKE I'M IN COLLEGE AGAIN, TRIPPING OVER EVERY THIRD WORD WITH MJ. BUT CAN'T THINK OF THAT NOW.

HAVE TO FOCUS ON MILES. AT LEAST THAT THUNDERSTORM THAT CAME OUT OF NOWHERE SEEMS TO BE GOING AWAY. I'M GONNA TAKE THAT AS A GOOD SIGN...

THE CELLAR.

MAKE SURE HER HAND DOESN'T SLIP OUT OF THE HAMMER'S STRAP, OR WE'LL NEVER BUDGE IT. I'M CURIOUS TO SEE IF WE CAN ACCESS ITS POWER TOO.

AS AM I, DR. STILLWELL. NOW OPEN THE DIRECT TUNNEL TO SUB-LEVEL SEVEN. IT WON'T DO FOR ME TO BE SPOTTED HERE WITH AN AVENGER AS MY PRISONER.

COPY THAT. I'M SCRAMBLING ALL ELECTRONIC AND SATELLITE SURVEILLANCE AS WELL.

HOW IS SHE?

CONTAINMENT IS HOLDING AND HER VITALS ARE STABLE. IT'S *YOUR* LIFE SIGNS I'M WORRIED ABOUT.

I DON'T KNOW THAT YOU CAN HANDLE ANOTHER FIGHT RIGHT NOW.

I DISAGREE, DOCTOR. EVEN BEFORE ADDING THOR'S STRENGTH, I FELT LIKE I COULD HANDLE ANYTHING.

WELL, I CAN'T ARGUE WITH SUCCESS. YOU'RE ON A ROLL.

MS. BRANT FORCED ME TO MOVE UP OUR TIMETABLE. WHO KNOWS WHAT SUSPICIONS SHE SHARED WITH OTHER REPORTERS?

BUT YOU'LL BE GLAD TO HEAR I WILL BE GIVING THE SUIT SOME DOWNTIME.

THERE ARE STILL MATTERS ONLY AUGUSTUS ROMAN CAN HANDLE... LIKE MY MEETING WITH--

MR. OSBORN!

OH, FORGIVE ME-- IT'S *LYMAN* NOW, ISN'T IT?

NO BIGGIE. JUST DON'T WANT PEOPLE TO THINK THE APPLE FELL TOO CLOSE TO THE GOBLIN TREE.

IF I THOUGHT THAT, I'D HARDLY BE CONSIDERING OUR JOINT VENTURE, WOULD I?

I LEARNED ALL I NEED TO ABOUT YOUR CHARACTER WHEN THE GHOST ATTACKED AND YOU RUSHED TO MY AID.*

JUST PAYING IT FORWARD. THAT NEW HERO, REGENT, SAVED ME-- MY WHOLE FAMILY. I NEVER GOT TO SAY THANKS.

**BACK IN ASM #12, TRUE BELIEVERS! --NICK.*

YOUR FAMILY'S SAFETY IS ALL THE THANKS HE NEEDS, I'M SURE.

BUT WHY DID YOU TELL MY ASSISTANT IT WAS URGENT WE MEET RIGHT AWAY?

HEY, BETTY... IF WE'RE RIGHT, AND ROMAN ADMITS HE *IS* REGENT, THERE'S ONE THING I NEED YOU TO DO.

AND THAT IS?

GET HIS AUTOGRAPH? FOR MY KIDS?

WOULD THAT BE FOR NORMIE, STANLEY...

...OR YOUR OWN INNER CHILD, "HARRY"?

AH, BETTS. YOU KNOW ME TOO WELL. CALL ME WHEN YOU'RE DONE.

I JUST THOUGHT IT WAS IMPORTANT TO GET NEGOTIATIONS STARTED AS SOON AS POSSIBLE. SEEMS LIKE A NATURAL FIT.

I THINK WE KNOW A LOT OF THE SAME PEOPLE...

AVENGERS HEADQUARTERS.

NO SPIDER-MAN SIGHTINGS, EXCEPT FOR YOU. AND NO ONE'S SEEN MILES-- HOLD ON, THIS MIGHT BE SOMETHING...

...THE LAST ACTIVITY ON HIS CELL IS A TEXT TO MS. MARVEL. THE EMERGENCY SIGNAL. IT GOES DARK SOON AFTER.

THAT'S *HUGE.* JARVIS, ANY WORD FROM HER?

NO, SIR. IN FACT, NOT A PEEP FROM *ANY* OF THE OTHER AVENGERS...

KAKAWW!

AHHH!

NOW *THAT'S* WHAT I CALL A PEEP.

REDWING...CAP'S BIRD. IT'S NOT A GOOD SIGN THAT HE'S ALONE.

SINCE WHEN ARE YOU FALCON-PHOBIC?

HEY, NOT EVERYONE HAS SPIDER-SENSE.

YOU TWO ARE CHUMMY.

THIS AGAIN? YOU *KNOW* HOW WE KNOW EACH OTHER. REMEMBER?

WE ALL LIVED TOGETHER IN AVENGERS TOWER. I WAS DATING PARKER WHEN HE AND YOU BUILT SOME SPIDER-ARMOR FOR *THIS JERK.*

THAT DOESN'T SOUND RIGHT.

I WAS THERE, SIR. EVEN COURTED MASTER PARKER'S CHARMING AUNT FOR A TIME.

EW... I MEAN, *OH.* THAT RINGS A BELL.

A WEIRD, UNCOMFORTABLE BELL.

HOW IS THE DEAR LADY?

EASY, TIGER...MRS. PARKER IS MRS. JAMESON NOW.

MAY AND JAY JAMESON'S PENTHOUSE.

DEAR, WE NEED TO LEAVE IF WE DON'T WANT TO MISS THE START.

I'M ALMOST READY-- *KHAFF KAFF KOFF!*

ARE YOU ALL RIGHT?

JUST-- KOFF--NEED A DRINK OF WATER AND I'LL BE FINE.

ARE YOU COMING?

OF COURSE, JAY...

...I'D NEVER MISS A NIGHT ON THE TOWN WITH MY HANDSOME HUSBAND.

EMPIRE UNLIMITED HEADQUARTERS.

BACK WHEN *PARKER INDUSTRIES* WAS BIDDING ON THE CITY'S PRISON CONTRACT, WE DEVELOPED A LOT OF CUTTING-EDGE TECH FOR THE JOB.

INNOVATIONS WE COULD SHARE, *IF* WE WENT INTO BUSINESS TOGETHER.

LET ME STOP YOU THERE, HARRY. EMPIRE IS DIFFERENT THAN MOST CORPORATIONS. I DON'T RUN IT WITH PROFITS AS MY PRIMARY CONSIDERATION.

IT'S CRUCIAL THAT SUPERHUMAN THREATS BE CONTAINED. NO ONE CAN BE ALLOWED TO RUN FREE WITH THAT KIND OF POWER.

UM... YOU MEAN SUPER VILLAINS, RIGHT?

THE WORST OUTCOMES HAPPEN WHEN VILLAINS AND "HEROES" CLASH.

I'M... WELL AWARE OF THAT.

OF COURSE. I'M SORRY. YOUR FATHER KILLED A NUMBER OF INNOCENTS DURING HIS FEUDS WITH SPIDER-MAN.

SUPERHUMAN GRUDGE MATCHES WHERE BOTH MEN WERE TO BLAME.

I WAS A GOBLIN, TOO. BUT I GOT HELP, REFORMED. AND NOW I CONTRIBUTE TO SOCIETY AS SENIOR VP OF A MAJOR COMPANY.

THERE ARE OTHERS. ONE OF OUR TOP DEVELOPERS WAS A VILLAIN CALLED *CLASH* WHEN HE WAS A RECKLESS KID.

NOW HE HELPS PRODUCE CUTTING-EDGE TECH, LIKE OUR WEBWARE. IT'S NOT JUST A CONVENIENCE. IT'S SAVED LIVES.

GRANDMA FALLS, CAN'T GET UP, IT CALLS 911. YOUR BLOOD PRESSURE'S HIGH, IT *TELLS* YOU.

"IN FACT, MINE HAS A NEW FEATURE WE'RE BETA TESTING. SAY YOUR FRIEND GETS LOST. BY TRACKING THEIR WEBWARE..."

...YOU CAN *FIND* THEM.

TEN BEEEEP

I KNOW WHAT YOU'RE THINKING. PRIVACY ISSUES. WE'RE STILL WORKING THAT OUT.

BUT I DOUBT MY FRIEND BETTY BRANT WOULD MIND...

...SEEING AS I HAVEN'T HEARD FROM HER IN A WHILE.

THAT'S FUNNY. ACCORDING TO THIS, SHE'S *HERE.*

WHAT HAVE YOU DONE WITH HER, ROMAN?

YOU SHOULD SEE A DOCTOR, MR. OSBORN. I FEAR YOU'RE EXHIBITING SOME OF YOUR HEREDITARY PARANOIA.

MS. BRANT INTERVIEWED ME LAST WEEK. SHE MUST HAVE MISPLACED HER DEVICE...

OR MAYBE WHEN SHE CAME HERE TO ASK YOU ABOUT YOUR SIDE GIG...

...AS REGENT--

ENOUGH!

BKRNCH!

YOU MADE THE SAME MISTAKE *SHE* DID.

YOU CAME *ALONE.*

NOT FOR LONG.

TEN

AVENGERS HEADQUARTERS.

KAKAWW! KREE!

CAN ANYONE BUT SAM TALK TO THIS CRITTER? 'CAUSE LASSIE HE AIN'T.

I COULD FOLLOW HIM. BUT IF SOMEONE'S BEEN ATTACKING THE AVENGERS, THEY'RE BEING SMART ABOUT IT. I DOUBT I'LL FIND--

HANG ON.

BEEP BEEP BEEP

SPIDER-MAN, IF YOU'RE HEARING THIS RECORDED MESSAGE, I NEED HELP AT THE CELLAR.

BETTY BRANT'S MISSING, AND I THINK AUGUSTUS ROMAN HAD SOMETHING TO DO WITH IT.

OH, MAN... I KNOW WHAT THIS IS ABOUT! HARRY, BETTY AND I FIGURED OUT AUGUSTUS ROMAN WAS REGENT!

MJ, WHY DIDN'T YOU TELL ONE OF US?!

I THOUGHT SECRET IDENTITIES WERE SACRED, MR. WHOEVER'S-UNDER-THAT-MASK.

POINT TAKEN. JUST NOT MY DAY, IS IT?

WEB UP AND HANG ON, SPIDEY--

WHOA!

THIS IS CONNECTED WITH MILES. IT HAS TO BE. I KNEW THERE WAS SOMETHING WRONG WITH THAT REGENT CHARACTER.

LITTLE ARMOR ENVY, MAYBE?

PLEASE. ALL THOSE TINY LITTLE EXPOSED MECHANICAL WORKINGS? GUY'S TRYING TO PROVE SOMETHING.

YES, HE IS...

...THAT YOU'RE ALL AS BAD AS THE VILLAINS YOU DESTROY OUR CITIES WITH!

SPIDER-MAN!

SPTAK

DON'T WORRY ABOUT ME, I'LL FIND MY OWN WAY DOWN. GET THIS GUY!

WEB-CHUTE, DON'T FAIL ME NOW!

HMM. SENSORS ARE TELLING ME THIS IS THE SAME KIND OF ENERGY THE GHOST USED.

DODGING LIKE HE HAS SPIDER-SENSE...

...AND STRETCHING LIKE MS. MARVEL. YEAH, HE'S THE ONE WHO SNATCHED 'EM.

BKRAMM

YOUR EPIPHANY COMES TOO LATE, "FUTURIST."

THWIP THWIP

INTANGIBLE LIKE THE VISION! BUT VIZH IS AN ANDROID--?

THIS REMINDS ME OF THE SUPER-ADAPTOID'S TECH, BUT BUILT INTO ARMOR. IF WE CAN COME UP WITH A WAY TO SHUT IT DOWN--

NO SWEAT. WE JUST NEED A FULLY EQUIPPED LAB AND THIS GUY TO STOP KICKING OUR BUTTS!

JARVIS, HE'S TOO MUCH FOR THEM! CALL IN BACKUP!

I--I'M TRYING...BUT NO ONE ANSWERS! NONE OF THE OTHER SUPER HERO TEAMS! WHERE COULD THEY ALL BE?

STILLWELL, COME IN. I WANT A PROGRESS REPORT.

YOUR VITALS ARE--

I DON'T CARE ABOUT MY VITALS. IS **OSBORN** SECURE?

YOU'RE WORRIED ABOUT *HIM*? YOU UNDERSTAND YOU'RE FIGHTING IRON MAN AND SPIDER-MAN?

I HAVE DEFEATED GODS. THEY ARE **NOTHING.** TELL ME.

YES. WE'RE LOCKING HIM IN NOW. BUT, REGENT, HE'S JUST AN ORDINARY MAN.

NO. HE'S A MAN WHO ALMOST STUMBLED ONTO MY GREATEST SECRET.

HOW **MUCH** I'VE BEEN PUSHING MYSELF.

HOW **CLOSE** I'VE COME TO ACHIEVING MY **GOAL.**

HOW MUCH **POWER** IS AT MY COMMAND!

HYPERION'S EYE-BEAMS!

FWAASHH

AGH!

BOX HIM IN!

THWIP THWIP

RADAR SENSE AND SPIDER-SENSE!

ICEMAN'S POWER, TO FREEZE YOU IN PLACE...

KRIKKK

...FOR THE COUP DE GRACE: QUICKSILVER'S SPEED AND THOR'S STRENGTH!

NNKK--

ALL YOU ARE NOW ARE TWO MORE FOR MY COLLECTION! LET WHOEVER'S LEFT COME! SEND THEM *ALL!* IT WON'T BE ENOUGH!

I AM POWER INCARNATE!

I AM THE ONLY SAVIOR HUMANITY NEEDS!

I...

...AM...

...REGENT!

POWER PLAY - PART 4: "SUIT YOURSELF"

AVENGERS HEADQUARTERS

THIS IS *DISASTROUS!*

REGENT HAS FELLED MASTERS IRON MAN AND SPIDER-MAN, AND I CAN'T RAISE *ANYONE* ON THE EMERGENCY CHANNELS! THE AVENGERS, THE ULTIMATES, THE INHUMANS...

...THERE IS *NO* CAVALRY TO COME TO THE RESCUE!

CAN'T TONY'S EMPTY IRON MAN SUITS GO INTO ACTION?

ONLY WHEN GUIDED BY HIM. IT'S A SAFETY FEATURE, TO PREVENT THE LIKES OF *ULTRON* FROM CONTROLLING THEM.

AND HIS SPARE ARMORS ARE FAR AWAY, EVEN IF EITHER OF US WERE DAFT ENOUGH TO TRY OPERATING ONE OF THEM.

HOLD THE DOOR!

EVERYTHING FROM THE OLD *AVENGERS TOWER'S* BEEN SHIPPED OVER, RIGHT?

HELP ME OPEN THESE CRATES, JARVIS. IT'S GOT TO BE IN HERE SOMEWHERE.

MAY I ASK WHAT WE'RE LOOKING FOR, MADAM WATSON?

YOU'LL KNOW WHEN YOU SEE IT...

SCORE!

OH, MY. THE *IRON SPIDER* COSTUME? SURELY YOU CAN'T MEAN TO--

IT'S NOT AS CRAZY AS IT SOUNDS. I ACTUALLY WORE AN EARLY VERSION OF THE IRON MAN ARMOR ONCE.*

AND DURING THAT *SPIDER ISLAND* MESS, I HAD SPIDER POWERS FOR A WHILE. SO I'VE GOT EXPERIENCE WITH BOTH. I CAN TOTALLY DO THIS!

*BACK IN "THE OTHER." -NICK

MADAM, WITH RESPECT, IT SEEMS REGENT HAS DEFEATED ALL THE AVENGERS. THIS STRIKES ME AS *SUICIDAL!*

YOU'RE SWEET TO WORRY, JARVIS. BUT I KNOW WHAT I'M DOING.

SOMETHING UNBELIEVABLY STUPID.

PETER. TONY. I LIVE THROUGH THIS, YOU ARE *BOTH* GONNA OWE ME. BIG TIME.

ABOVE THE CELLAR, MAXIMUM SECURITY PRISON.

DOCTOR STILLWELL. HAVE STASIS TUBES STANDING BY FOR IRON MAN AND SPIDER-MAN. THEY'RE UNCONSCIOUS, BUT RESILIENT. AND I DON'T WANT ANY... ***UNPLEASANTNESS*** NEAR THE MACHINERY.

COPY THAT, SIR. I'LL NEED TIME TO STUDY STARK'S ARMOR, BUT WE CAN ADD SPIDER-MAN'S POWERS TO YOUR REPERTOIRE RIGHT AWAY.

I'VE NEVER USED SO MANY ABILITIES AT ONCE. STATUS REPORT?

YOU KNOW, I WAS WORRIED, BUT THINGS COULDN'T BE BETTER.

YOUR LIFE SIGNS ARE STABLE, AND THE EQUIPMENT'S WORKING FINE. OUR BIGGEST CONCERN IS RUNNING OUT OF TUBES FOR THE "DONORS."

I THOUGHT I'D TOLD YOU TO BUILD MORE.

I DID! BUT YOU'VE BEEN ON A TEAR LATELY. AND WE HAD TO USE SOME FOR NON-POWERED INTRUDERS, LIKE ***MR. OSBORN*** AND ***MS. BRANT.***

YOU KNOW, WE HAVE TO DECIDE WHAT TO DO ABOUT THEM. OSBORN'S THE C.O.O. OF PARKER INDUSTRIES, IT'S NOT LIKE HE WON'T BE MISSED.

I GET THAT YOU DON'T LIKE KILLING CIVILIANS, BUT WE ***NEED*** THE SPACE...

HUHH--

SKIN GOING NUMB...CAN'T HOLD MY BREATH MUCH LONGER. ONLY ONE CHANCE...IF OUR ***WEBWARE'S*** AS WATERPROOF AS ADVERTISED. AND THIS NEW APP WORKS AT ALL.

DIDN'T HAVE TIME TO TEST IT... JUST HAD CLAYTON RIG IT UP BEFORE I CAME HERE. BASED ON HIS OLD TECH WHEN HE WAS ***CLASH...***

...THE SOVERIGN OF ***SOUND!***

REEEEE

SHSHSHSH

OSBORN'S FREE?! ***GUARDS!***

OUT OF THE FRYING PAN...

...INTO THE INSANE SUPER PRISON. WEBWARE, DON'T FAIL ME NOW!

SPIDER-MAN! IT'S HARRY! I'M IN DEEP HERE... NEED HELP!

WHERE ARE YOU?

Hnh?

S-STAY STRONG, HARRY. DON'T GIVE UP...

...AND I WON'T EITHER!

WHAT--?

YOUR DETERMINATION IMPRESSES ME. NOT THAT IT'LL HELP, OF COURSE.

DID YOU ACTUALLY THINK YOU COULD *PUNCH* YOUR WAY OUT OF A CONSTRUCT SHAPED BY MY MIND?

NOPE. BUT SINCE *ONE* OF YOUR POWERS IS *SPIDER-SENSE*, I WANTED TO DISTRACT YOU...

...FROM *THAT.*

BRAKASSH!

WHO--?

HAVEN'T PICKED A NAME YET. GONNA GET RIGHT ON THAT...

...SOON AS I KICK *YOUR* ASS.

HOLD ON! LEAVE THE KICKING TO THE PROS!

SEE?

UNGH!

AND THAT *MOUTH* ON YOU. SUPER HEROES DON'T SWEAR!

I GUESS THEY ALSO DON'T THANK PEOPLE FOR SAVING THEIR... BUTTS. IS *THAT* BETTER FOR YOU, *TIGER?*

YEOW!

"TIGER"?! OHHH NO! NUH UH. FLAG ON THE PLAY!

WHAT WERE YOU *THINKING*, RED? THIS IS THE *NUTTIEST* THING YOU'VE *EVER* DONE!

THWIP

EXCUSE ME? IF I HADN'T, YOU AND TONY MIGHT BE DEAD! SO WHETHER YOU LIKE IT OR NOT, WE'RE A *TEAM* HERE!

HEY. DO YOU GET A WEIRD FEELING...

YEAH. LIKE THIS HAS HAPPENED...

...BEFORE. BUT SOMETHING'S... DIFFERENT...

MORE *EXPLOSIVE MISSILES*, MAYBE? NO? OH WELL, I TRIED.

I GOT THIS, WEB-HEAD. GO SAVE YOUR PAL, HARRY. I HEARD THE DISTRESS CALL.

WHA-BOOM

HARRY'S IN TROUBLE, YOU NEED TO HELP HIM.

BUT YOU--

CAN HANDLE THIS. ESPECIALLY WITH TONY HERE. YOU HAVE TO ***TRUST*** ME. CAN YOU DO THAT?

I...

...FIGURE THAT SUIT'S WEB CARTRIDGES ARE PAST THEIR FRESHNESS DATE.

TAKE THESE.

AND GO GET 'IM, TIGER.

RIGHT BACK AT YOU. AND THANKS...FOR EVERYTHING.

NO PROBLEM.

RRWWCH

NOT LIKE I'M FREAKING OUT AT ALL...

AND *YOU!* KIDNAPPING HARRY OSBORN? HE'S GOT KIDS! YOU *KNOW* THAT!

AN UNFORTUNATE TURN OF EVENTS. HE THREATENED THE MISSION--

WHAT, TO "SAVE" THE WORLD FROM PEOPLE WITH POWERS? CAN SOMEONE SMART ENOUGH TO BUILD THAT SUIT REALLY BE SO STUPID?

MUTANTS ARE BORN EVERY DAY. NEW **INHUMANS** SHOW UP ALL THE TIME. THEN THERE'S MAGIC, ALIENS, COSMIC TCHOTCHKES...

YOU'RE GOING TO LOCK UP EVERY SUPER-POWERED PERSON ON THE PLANET?

YES!

WHAT ABOUT PEOPLE *WITHOUT* POWERS, LIKE US? YOU GONNA BAN ARMOR? BOWS AND ARROWS? A SASSY MOUTH?

BUT *YOU'RE* OKAY TO HAVE ALL THAT STUFF, RIGHT? 'CAUSE YOU'RE *SPECIAL.*

ENOUGH! I WILL SAVE THIS WORLD FROM THE LIKES OF YOU...

...*EVEN IF I HAVE TO KILL YOU ALL TO DO IT!*

THE CELLAR.

HEY, HARRY! I THINK WE GOT CUT OFF.

SPIDEY! THESE GUYS--

YEAH, I FIGURED IT OUT.

AND I'M HOPING THE *OTHERS* REGENT SNATCHED ARE AROUND HERE SOMEWHERE...

THAT I CAN HELP WITH. FOLLOW ME!

NOW WE'RE TALKING. MAN, IS THIS GUY A HOARDER OR WHAT?

BAD NEWS ABOUT HIS COLLECTION, THOUGH...

KSSHH

IT'S NOT *MINT IN THE BOX* ANYMORE.

HEY, BUDDY. YOU UP FOR BREAKING SOME STUFF?

-K- KAFF --

--OH YEAH.

WHAT--? STILLWELL! REPORT! I'M LOSING POWERS!

SEVERAL TANKS JUST WENT OFFLINE!

STAY STRONG, TONY! HE'S CIRCLING THE DRAIN.

LET'S *FLUSH HIM DOWN.*

INVESTIGATE THE PROBLEM, DR. STILLWELL.

KRRVNCHH

AGH!

I CAN SEE TO *THIS* ANNOYANCE ON MY OWN.

BRAKK

MULTIPLE CELL BREACHES-- WHERE ARE THE GUARDS?

NEVER MIND. I HAVE ENOUGH WEAPONS IN THIS SUIT TO HANDLE THIS MYSELF--

GNAAAGH!

VZAATT

GUESS THEY DON'T LIKE IT AS MUCH WHEN *THEY* GET SUCKER PUNCHED.

I BET I KNOW SOMETHING ELSE THEY'RE NOT GONNA LIKE...

YOU SEE, STARK? I'VE LEARNED FROM YOUR MISTAKES. WITHOUT YOUR ARMOR, YOU'RE LESS THAN NOTHING.

BUT I DON'T DEPEND ON MINE. I MADE SURE TO FIRST ALTER MY ***BODY.*** INSTILL IT WITH ALL THE POWER IT CAN HOLD.

MORE THAN ENOUGH TO END THE LIKES OF YOU TWO.

BLACKOUT

WHAT--?

NO...

SAY HELLO TO MY *AMAZING FRIENDS.*

WE CAN DO THIS THE QUIET WAY, OR THE NOISY WAY. YOUR CALL.

IT ALL ENDS UP WITH YOU IN THE SAME PLACE.

LATER...

LOCKED UP IN HIS OWN PRISON. IS THAT *SAFE?* HE DID *BUILD* IT.

THERE'LL BE PEOPLE STANDING GUARD UNTIL WE'RE SURE. IN THE MEANTIME...

...I'M MORE CONCERNED WITH HOW MANY BAD GUYS HE SHOVED IN TANKS WHO WILL NOW GET OUT BY CLAIMING ABUSE.

OY. HADN'T THOUGHT OF THAT. THANKS FOR ADDING TO MY HEADACHE.

ROMAN GOT SO OBSESSED WITH HIS "MISSION" HE LET IT TAKE OVER HIS LIFE. PROBABLY A LESSON IN THERE FOR GUYS LIKE US.

DEFINITELY. AND PEOPLE LIKE YOUR *BOSS,* PARKER, TOO. GUY LIKE THAT NEEDS TO GET HIS PRIORITIES IN ORDER-- NOT THAT I'M ONE TO TALK.

I'VE KNOWN PETE FOR A LONG TIME, AND HE'S NEVER BEEN GREAT AT KEEPING HIS EYE ON THE BALL. LATELY, HE'S PUT SOME ASPECTS OF HIS LIFE AHEAD OF THE *IMPORTANT* ONES.

HE ONLY REALIZED HE'D LOST MJ AFTER SHE'D MOVED ON.

YOU BETTER NOT MAKE THE SAME MISTAKE. SHE'S PROBABLY THE BEST THING YOU'VE GOT AT YOUR COMPANY.

NO "PROBABLY" ABOUT IT. I MESS THAT UP, IT WON'T BE 'CAUSE I TOOK HER FOR GRANTED.

NOT THIS TIME.

SPEAKING OF MISTAKES...IF WEBS AND I HADN'T BEEN ACTING LIKE SPOILED KIDS WHILE YOU GOT CAPTURED, WE MIGHT'VE STOPPED ROMAN EARLIER. I'M SORRY.

ME TOO. ONE OF THESE DAYS WE NEED TO LEARN THAT SUPER HEROES FIGHTING EACH OTHER NEVER LEADS ANYWHERE GOOD.

YEAH, THAT MIGHT BE SOMETHING THE *NEXT* GENERATION HAS TO FIX.

WE SHOULD GET YOU HOME. WE TRIED TO COVER WITH YOUR PARENTS, BUT THEY'RE PROBABLY FREAKING OUT.

MY DAD KNOWS. HE'S GOT AN INTERNET ALERT SET UP FOR MENTIONS OF ME. UM...THINK WE COULD POST A SELFIE?

SMILE!

WE'VE GOT MASKS ON.

HELL OF A JOB BACK THERE...UH... WHAT SHOULD I CALL YOU?

HOW ABOUT "MARY JANE"?

PHEW. HOW DO YOU GUYS BREATHE?

HEY! YOUR *SECRET IDENTITY!*

PFFT. THOSE WENT OUT WITH DIAL-UP.

I'M GONNA GET BETTY HOME...HOLY COW, *MJ?* HOW LONG HAVE YOU BEEN DOING THIS?

TODAY. AND *NEVER AGAIN.* THESE COSTUMES HAVE A WAY OF TAKING OVER PEOPLES' LIVES...

...IF YOU LET THEM.

THE NEXT DAY.

TONIGHT? WHAT'S THE OCCASION?

JUST TO CATCH UP. I'VE PUT MY PERSONAL LIFE--THE PEOPLE I CARE ABOUT--ON THE BACK BURNER FOR WAY TOO LONG.

BEEN WAITING FOR YOU TO FIGURE THAT OUT. GLAD YOU DID.

"ME TOO.

"I'D ALMOST FORGOTTEN HOW GOOD IT FEELS TO TAKE A NIGHT OFF...

"...AND ENJOY SOME DOWNTIME...

"...IN GREAT COMPANY."

CHAMPAGNE? AND ONE OF MY FAVORITES, TOO. DON'T TAKE THIS THE WRONG WAY, BUT I'M SURPRISED.

HEY, JUST BECAUSE I DON'T DRINK...

...DOESN'T MEAN I FORGOT WHAT'S GOOD.

YOU SHOULD'VE SEEN HER, JARVIS. FACING DOWN THIS MASSIVE GUY LIKE HE'S NOTHING. SHE'S A KEEPER, THIS ONE.

SEEMS LIKE A GOOD TIME TO ASK FOR A RAISE. HOW'S A MILLION SOUND?

DONE. I'LL DEDUCT IT FROM THE MILLIONS IN DAMAGE YOU DID TO MY IRON SPIDER SUIT.

AH! *THAT'S* HOW ONE OBTAINS A PROMOTION. A RIDICULOUS OUTFIT IS CLEARLY A PREREQUISITE.

ALTHOUGH YOU CARRIED IT OFF AS WELL AS ANYONE COULD, MADAM.

YOU'RE SWEET... BUT RIGHT. THAT WAS *YESTERDAY'S* FASHION. AND I'M PRETTY HAPPY WITH WHERE I AM TODAY...

NOW *THERE'S* A SIGHT TO PUT A SMILE ON MY FACE.

BEEN WAY TOO LONG SINCE I DID SOMETHING LIKE THIS. CONSIDER TONIGHT AN APOLOGY... AND MAKING UP FOR LOST TIME.

A *COFFEE SHOP.*

ARE YOU SURE YOU CAN *AFFORD* IT?

YOUR STEP-BROTHER'S JUST TEASING, DEAR.

UGH. AUNT MAY, COULD YOU NOT CALL JONAH--

Y'KNOW WHAT? NEVER MIND.

THAT'S WHY WE'RE HERE. WE'RE *ALL* FAMILY.

IS THAT STANLEY? MY GOODNESS, YOU'RE SO *BIG!* I DON'T SEE YOU NEAR ENOUGH.

HEY, ANY TIME YOU WANNA BABYSIT...BEEN AGES SINCE WE'VE HAD A POKER NIGHT, RIGHT, PETE?

I'LL JUST HAND MY WALLET OVER NOW.

AUGUSTUS ROMAN LOST HIS FAMILY, AND IT CONSUMED HIM. THAT COULD BE ME...

...BUT ONLY IF I LET IT.

AUNT MAY, THIS IS MY COLLEAGUE-- AND FRIEND-- BOBBI MORSE.

SHE'S LOVELY! AND NOT WEARING A WEDDING RING...

I *AM* ABOUT DUE FOR ANOTHER EX-HUSBAND.

TRAGEDIES HAPPEN. THAT'S LIFE. IT JUST MEANS YOU'VE GOT TO CHERISH THE HAPPY TIMES...

BETTY! PHENOMENAL ARTICLE ON ROMAN. AM I RIGHT, ROBBIE?

OH, IT'S OKAY.

THE KIND OF "OKAY" WE NOMINATE FOR *PULITZERS.*

...BECAUSE YOU NEVER KNOW...

OF COURSE, IN OUR DAY, THE *DAILY BUGLE* HAD A *REAL* BUDGET FOR INVESTIGATIVE JOURNALISM. REMEMBER, GLORY?

OH, SURE. AND YOU HAD TO WALK A MILE THROUGH THE SNOW TO WRITE A *"SPIDER-MAN: MENACE"* ARTICLE.

=KOFF=

JAY?

DAD?

=KOFF= =KOFF= =KHAKK!=

...HOW LONG THOSE TIMES WILL LAST.

CALL 9-1-1!

JAY!

SOMEONE HELP MY HUSBAND!

"BEFORE DEAD NO MORE" BEGINS NEXT!

RE-PRESENTING REGENT'S FIRST APPEARANCE IN THE MARVEL UNIVERSE!

New York City.

LOOK WHAT THIS *BRUTO* DID TO MY STORE! ARE YOU ALL JUST GOING TO STAND THERE WHILE HE STEALS MY MONEY, TOO?

ZIP IT, LADY. THEY KNOW A LEGIT SUPER VILLAIN WHEN THEY SEE ONE.

WHO'S GONNA RISK THEIR LIVES MESSIN' WITH *THE OX?*

LOOK! IT'S HIM--

SPIDER-MAN!

IT'S COOL, PEOPLE, I GOT THIS-- UH--

WHY AREN'T YOU FALLING DOWN?

HUH?

YOU'RE NOT SPIDER-MAN. YOU'RE JUST SOME POSER KID!

WHY CAN'T I BE BOTH? A KID, I MEAN. AND SPIDER-MAN. NOT A--

SKLANG

OW. OW! OW!

OKAY. DONE PLAYING.

KZZT

HEY! SINCE WHEN CAN SPIDER-MAN--

WOOO... DON'T FEEL SO...

THWUD

AND SCENE.

YOU'RE LEAVING HIM THERE? HE'LL KILL MY BUSINESS! MOVE HIM ACROSS THE STREET!

LOOK, MA'AM, I'M ALREADY LATE FOR... STUFF.

THE COPS'RE COMING. THEY'VE GOT EQUIPMENT FOR THIS.

YOUNG PEOPLE. SO LAZY...

SOON...

ALL DETAINEES ARE COVERED. GO AHEAD.

LOUSY... CHEATIN' PUNK...

OKAY, LOAD HIM UP! RADIO THE ISLAND WE'RE INBOUND!

ISLAND? WASN'T RYKER'S BLOWN UP?

PARKER INDUSTRIES REBUILT IT.

I THOUGHT IT WAS ALCHEMAX.

READ A PAPER. ***EMPIRE UNLIMITED*** BUILT THE NEW PRISON. IT'S "THE CELLAR" NOW.

"AND WE'RE TOAST. ***NO ONE*** GETS OUT OF THE CELLAR.

"IT WAS BAD ENOUGH WHEN THEY JUST STUCK YOU ON AN ISLAND. NOW...

"...THEY ***BURY*** YOU UNDER IT."

"WAY UNDER."

ALL WEAPONS AND EQUIPMENT CATALOGUED FOR STORAGE.

GET GOIN'. UP AHEAD AND TO THE LEFT.

NOT YOU TWO. INMATES WITH POWERS GO THAT WAY. *MOVE!*

ZZT

HEY! YOU CAN'T PROD ME LIKE SOME KINDA ANIMAL! I GOT RIGHTS!

YOU GOT THE RIGHT TO GET IN YOUR CELL AND *SHUT UP.*

IS THIS SOME KINDA JOKE? IT'S BARELY BIGGER'N ME!

YOU CAN'T EXPECT ME TO LIVE IN HERE!

HUH? WH- WHAT'S--

WE DON'T.

EXPECT YOU TO *LIVE*, I MEAN.

GLLG--!

I'M AFRAID OUR NEW ARRIVALS ARE AVERAGE AT BEST. ***THE WALRUS*** HAS ENHANCED DURABILITY. ***THE OX***, SOME INCREASED STRENGTH...A COUPLE TONS AT MOST.

NO POWERS YOU'LL FIND TERRIBLY STIMULATING TO USE. I'M SORRY TO BE THE BEARER OF BAD NEWS...

...REGENT.

PATIENCE, DR. STILLWELL. THIS IS JUST THE START.

I CAN'T WAIT TO SEE WHAT *OTHER* TREASURES THESE SO-CALLED *"HEROES"* WILL BRING ME IN THE DAYS TO COME!

THE CELLAR

MARVEL® DOUBLE-SIZED ANNUAL

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APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

THIS IS A JOB FOR . . .

I'm my Wildest
JOHN ROMITA

Special bonus story: Meet Mary Jane Watson...your Friendly Neighborhood Spider-Man?!

FUN 'N' GAMES

COOL IT, LENNY! WE GOT *COMPANY!*

SPIDER-MAN!

LET ME GUESS--YOU GUYS ARE BUYING *PARK PLACE...*

LOUISE SIMONSON SCRIPT • *MARY WILSHIRE* BREAKDOWNS • *PAT REDDING* FINISHES • *JANICE CHIANG* LETTERING • *BOB SHAREN* COLORING • *JIM OWSLEY* EDITOR • *JIM SHOOTER* EDITOR IN CHIEF

...AND THAT'S THE *MONOPOLY* MONEY YOU'RE PAYING FOR IT!

BLAM!

THWIP!

THWIP!

GET HIM!

BAD *DRAW!* GO DIRECTLY TO *JAIL*, PAL!

SCREEEECH!

UH-UH! DO NOT PASS GO...

SCREEEECH

DO NOT COLLECT *TWO-HUNDRED* DOLLARS!

NEXT TIME YOU NEED A GET-AWAY CAR, FELLAS, BETTER MAKE IT *FOUR WHEEL DRIVE!*

HE AIN'T *HUMAN!*

I'M GETTIN' *OUTTA* HERE!

WHAT? AND HAVE ME MISS MY *TURN?*

THWIP!

THWIP!

YOU GUYS ARE A BUNCH OF SORE *LOSERS!*

MOMENTS LATER...

I HEARD THE *KINGPIN'S* MOB'S PLANNIN' SOMETHING *REALLY* BIG FOR TONIGHT!

WHY NOT PICK ON *HIM?*

THE KINGPIN'S *SAFE* FROM THIS BOZO, CHARLIE!

HADN'T YOU HEARD? HE AND *SPIDER-MAN* MADE A DEAL! AND THE KINGPIN GAVE HIM A *HAT* TO SEAL THE BARGAIN!

A HAT?!? WHERE DO YOU CLOWNS GET YOUR INFORMATION-- *WOMEN'S WEAR DAILY?*

THAT'LL KEEP YOU TIGHT TILL THE *COPS* ARRIVE!

♪ WHO YA ♪ GONNA CALL? *DRUG* ♪ *BUSTERS!* ♪ ♫

I'M SUPPOSED TO GRAB DINNER AT MARY JANE'S PLACE BUT SHE WON'T MIND IF I DROP BY THE *BUGLE* FIRST...

...AND DEVELOP MY FILM IN TIME FOR THE MORNING EDITION!

OUGHT TO BE SOME REAL HEROIC SHOTS OF OLE SPIDEY IN MY AUTOMATIC CAMERA AND I CAN USE THE *BUCKS!*

SEVERAL HOURS LATER, IN MARY JANE'S UPPER EAST SIDE APARTMENT...

IT'S RUINED!

COLD, BURNED AND BURNED OUT!

I WANTED TO *SURPRISE* YOU, PETE! MAKE IT UP TO YOU! I'VE BEEN SO HARD ON YOU RECENTLY...!

IF YOU WANT TO SWING AROUND TOWN, PLAY DANGEROUS GAMES WITH A BUNCH OF COSTUMED LUNATICS...

...AND USE THE FACT THAT YOU'RE SPIDER-MAN TO KEEP *REAL LIFE* AND REAL LIFE *COMMITMENTS* AT BAY, IT'S YOUR RIGHT.. I GUESS!

AND COMMITMENTS ARE *MY* PROBLEM, ANYWAY, AREN'T THEY, TIGER?

I'M THE ONE WHO RAN OUT ON MY *SISTER* WHEN SHE NEEDED HELP!* JUST LIKE I RAN OUT ON *YOU!*

MUNCH

* AS REVEALED IN *AMAZING SPIDER-MAN #259* -- OWZ.

IT'S BEEN SWELL, HASN'T IT, TIGER? CATCHING THE BLAME WHEN IT'S *ME* WHO'S THE COWARD...

...CAUSE IT'S LOTS EASIER TO BLAME YOU FOR OUR BREAK-UP THAN BLAME *MYSELF!*

BUT DON'T YOU UNDERSTAND? I JUST CAN'T FACE WHAT MIGHT *HAPPEN* TO YOU AS *SPIDER-MAN...!*

YOU SHOULD'VE BEEN HERE *HOURS* AGO! YOU COULD BE LYING SOMEWHERE HURT! OR EVEN --

BUUZZZZZZ

I'M A LITTLE LATE, HUH?

PETE! YOU'RE *ALL RIGHT*, TIGER? I WAS SO *WORRIED!*

DINNER'S *RUINED* AND-- HEY, WHERE *WERE* YOU?

DARN IT, I WAS *SCARED*-- WORRIED TO *DEATH* ABOUT YOU!

AND ALL THE TIME YOU WERE SWINGING AROUND IN YOUR LONG JOHNS--PLAYING *GOOD GUY* HIDE-AND-SEEK!

USING SPIDER-MAN TO AVOID GETTING CLOSE TO ME! AND TO THINK I BLAMED *MYSELF!*

NEVER MIND, WE'LL EAT OUT! DINNER'S ON ME AFTER THE SHOTS I GOT TONIGHT! *LOOK!*

I GOT WIND OF THIS DRUG DEAL, SEE, FROM THIS GUY WHO--

MAN, M.J. IT'S GREAT TO HAVE SOMEBODY WHO KNOWS WHO I AM TO SHARE THIS WITH!

THERE I WAS HIDING IN THE SHADOWS AND--

ENOUGH!

I'VE GOT A LONG DAY TOMORROW!

I'VE GOT AN EARLY MODELING SESSION AND I'M MEETING OUR AUNTS AT THE TOP OF THE PARK FOR LUNCH!

SO GOOD-BYE, TIGER! I HOPE YOU AND *SPIDER-MAN* WILL BE VERY HAPPY TOGETHER!

HEY, M.J.! WHERE'S THAT BUBBLY, HAPPY-GO-LUCKY GIRL WHO--?

SLAM!

DARN! THAT'S NOT *LIKE* HER!

I GUESS KNOWING I'M *SPIDER-MAN* IS GETTING TO HER A LOT MORE THAN I THOUGHT!

ALISTAIRE SMYTHE'S LAB FACES THE AIR SHAFT OF THE KINGPIN'S MODERN SKYSCRAPER.

MORNING SUNLIGHT NEVER PENETRATES TO IT, WHICH BOTHERS SMYTHE NOT AT ALL. HE PREFERS ARTIFICIAL LIGHT...

AND IN THE YEAR SMYTHE HAS BEEN HERE, THE **LAB** HAS TAKEN ON THE DINGY SOMEWHAT ECCENTRIC CHARACTER OF THE INVENTOR HIMSELF...

EXIT

THE ***KINGPIN*** IS A ***CHUMP!*** A CHARLATAN AND A BUFFOON! NO CRIME LORD HE!

WHY ***ELSE*** WOULD HE SUFFER THIS IMPERTINENCE?

SPIDER-MAN IS A THORN IN HIS SIDE... OPPOSING HIM AT EVERY TURN! JUST LIKE HE OPPOSED ***DADDY!***

DAILY BUGLE

DRUG DEALE
PTURED O

SPIDER-MAN'S HELP

INVA

YET THE KINGPIN TOLERATES HIM! EVEN ***ENCOURAGES*** HIM! PERHAPS ***HE*** ALLOWS IT, BUT ***SMYTHE*** CAN DO SO NO LONGER!

I HAVE TAKEN GOOD ADVANTAGE OF THE KINGPIN'S FUNDS AND EQUIPMENT FOR MY ***OWN*** PURPOSES--

AND THESE TAPES THE KINGPIN PROVIDED HAVE BEEN MOST... USEFUL!

THERE IS NOTHING ABOUT THAT INSECT SMYTHE DOES NOT KNOW... EXCEPT FOR WHO HE ***IS!***

CLICK-CLICK-CLICK--CL-CLICK

AND SOON, SMYTHE, YOU ***CLEVER*** DEVIL... YOU WILL KNOW EVEN THAT...

LOOK AT HIM... A COSTUMED CLOWN SPARRING WITH THOSE WINGED ABSURDITIES!

AND ALL THE WHILE, CHASING AFTER THAT RIDICULOUS PINK HAT! *

*WEB OF SPIDER-MAN #2, REMEMBER?-- OWZ.

AND WHEN SPIDER-MAN, BADLY HURT, FINALLY DEFEATED THEM...

...DID THE KINGPIN SEIZE UPON THE OPPORTUNITY TO DESTROY HIM ONCE AND FOR ALL?

OF COURSE NOT! THE FLUTTERING OF THE VULTURIONS HAD DISTURBED THE KINGPIN'S INVALID WIFE...

...AND HE RETRIEVED THE HAT AND ORDERED ME -- *SMYTHE* TO CLEAN AND REPAIR IT AND HAD IT DELIVERED TO SPIDER-MAN WITH HIS THANKS!

TAP!

ABSURD! BUT A FINE STROKE OF LUCK FOR SMYTHE *THAT* WAS!

JUDGING FROM THE CARD IN THE BAND, THE HAT WAS A PRESENT FOR SPIDER-MAN'S AUNT...

...AND CLEVER, CLEVER SMYTHE INSERTED A TRACKING DEVICE INTO THE HAT BAND!

SOON...PERHAPS *TODAY*...MY INVENTION WILL BE COMPLETE... AND I SHALL USE THAT HAT TO FIND AND DESTROY SPIDER-MAN!

SMYTHE... I'D LIKE A WORD WITH YOU!

KINGPIN!

I'VE HEARD THAT YOU'VE BEEN SPREADING RUMORS... ABOUT A CERTAIN *HAT*... AND MY BEING *SOFT* ON SPIDER-MAN!

SOFT ON SPIDER-MAN? OF COURSE YOU ARE!

DRUG DEAL CAPTURE

SPIDERMAN SA

THIS IS A DECLARATION OF WAR! HOW CAN YOU CONTINUE TO IGNORE IT?

WORD IS YOU TOLD YOUR... YOUR HENCHMAN YOU DIDN'T WANT SPIDER-MAN KILLED!

AND YOU REFUSED TO DESTROY HIM WHEN HE AND THE BLACK CAT ATTACKED THIS VERY BUILDING!

AND YOU GAVE HIM A HAT WHEN YOU COULD HAVE SLAIN HIM!

LAST NIGHT'S SMALL EXCHANGE WITH A COMPETITOR'S OUTFIT DISTRACTED AND SATISFIED SPIDER-MAN--AND THE AUTHORITIES...

...WHILE ANOTHER, LARGER OPERATION OF MINE TOOK PLACE ACROSS TOWN!

IT WOULD PLEASE ME TO HAVE SPIDER-MAN DISTRACTED FOR A TIME FURTHER!

YOU WERE HIRED AS AN INVENTOR, SMYTHE, BUT THE QUALITY OF YOUR WORK HAS NOT IMPRESSED ME!

MY INVESTMENT IN TIME AND MONEY HAS NOT PAYED OFF AND I HAVE DECIDED TO TERMINATE OUR ASSOCIATION!

AND AS FAR AS SMYTHE IS CONCERNED, YOU AND YOUR ORGANIZATION HAVE SERVED THEIR PURPOSE.

DID YOU HEAR THAT! HE'S LEAVING! FINALLY! YOU'VE SEEN HOW HE STARED AT US!

AND MUTTERED TO HIMSELF! AND YOU SHOULD SEE HIS CUBICLE!

THAT GUY'S NOT RIGHT IN HIS HEAD--HE GIVES ME THE CREEPS! I'M GLAD HE'S GONE!

SEVERAL HOURS LATER, AFTER A NIGHT OF FITFUL TOSSING AND TURNING, PETER PARKER IS FINALLY TANGLED IN A NIGHTMARE-RIDDEN SLEEP...

...AS A FALLING FIGURE HURTLES TOWARD HIM... FASTER... FASTER...

UNCLE BEN...

BUT HIS COSTUME GRIPS HIM IN A STRANGLE HOLD...

AND UNCLE BEN SPINS PAST, WITH GLAZED, ACCUSING EYES AND ANY FOOL CAN SEE HE'S DEAD ALREADY...

AND WHO ELSE CAN PETER BLAME BUT HIMSELF?

THEN A BLONDE GIRL IS THROWN DOWN BY A LAUGHING GREEN-FACED GOBLIN...

...GWEN...

...AND PETER STRUGGLES...YES, AN ARM IS FREE... HE SHOOTS OUT WEBBING TO CATCH HER...AND AT ITS TOUCH GWEN CRUMBLES...

...AND HE IS LEFT ALONE...AGAIN...AND IT'S MARY JANE WHO NOW SPINS TOWARD HIM...

...AND HE DARES NOT TOUCH HER WITH HIS WEB FOR FEAR THAT HE'LL DESTROY HER TOO! SO HE REACHES OUT...TO HOLD HER...

...BUT SHE AVOIDS HIS EMBRACE... "FUN AND GAMES," SHE LAUGHS, "CATCH ME IF YOU CAN..."

...AND FALLS BEFORE HIM INTO THE DARK AND NOW HE'S FALLING TOO...

MARY JANE... NO! NO!

UNCLE BEN... GWEN...DEAD... BECAUSE OF ME! I COULDN'T SAVE--

IT WAS JUST A DREAM! THANK HEAVEN! MY FIGHT WITH MARY JANE MUST'VE REALLY GOTTEN TO ME!

12:44

WHAT TIME IS IT? AFTER NOON! WOW! I'D BETTER CALL HER!

COME ON, M.J.! ANSWER THE STUPID PHONE!

NOT HOME DARN!

WHAT'S WRONG WITH ME, ANYWAY? WHY HAS THAT DREAM GOT ME SO SPOOKED?

A SWING AROUND TOWN MIGHT HELP CLEAR MY HEAD! I'VE GOT TO *THINK*!

AND IN A WAREHOUSE IN LOWER MANHATTAN...

AT LAST! *INVENTED* BY DADDY AND *MODERNIZED* BY SMYTHE! UTILIZING THE BEST EQUIPMENT THE KINGPIN'S MONEY COULD BUY!

IT IS A *MASTERPIECE!*

SPIDER-MAN MAY HAVE BEEN THE DEATH OF DADDY...

BUT THANKS TO THE KINGPIN'S MONEY AND DEAR DADDY'S *PLANS*...

...THE *SPIDER-SLAYER* STALKS AGAIN... AND I, *SMYTHE* SHALL BE THE DEATH OF *SPIDER-MAN!*

ZZZZZZZT!

DADDY RELIED ON THE *SPIDER-SENSORS* INSIDE *HIS* SPIDER-SLAYERS TO LOCATE SPIDER-MAN...

...BUT I'VE DISCARDED IT IN FAVOR OF A MORE *SOPHISTICATED* TOOL--THE GENIUS OF *ALISTAIRE SMYTHE!*

DIT...

THE *HAT!* IT'S *HERE* IN MANHATTAN! OH, SMYTHE, YOU *ARE* A LUCKY DEVIL!

WHY *WAIT?* EVERYTHING IS SET!

...IT...DIT...

I'LL KIDNAP THE AUNT *NOW* AND BRING HER HERE! AND WHEN *SPIDER-MAN* COMES LOOKING FOR HER, I SHALL *DESTROY* HIM!

WHILE AT THE TOP OF THE PARK RESTAURANT...

COME ON, PETE! ANSWER THE STUPID *PHONE!*

GOOD GOING, M.J., YOU'VE DONE IT AGAIN... BLAMED PETE FOR AVOIDING COMMITMENT EVEN AS YOU SHOVED HIM OUT THE DOOR...

...ALL BECAUSE HE TRIED TO SHARE A BIT OF HIS LIFE AND YOU WERE SCARED BY *WHAT* HE WANTED TO SHARE!

A CHICKEN, THAT'S *YOU*! BAWK--BAWK--BAWK--

WELL, DID YOU GET HIM, SWEETIE?

HE'S NOT HOME, AUNT ANNA!

WHAT'S GOING ON BETWEEN YOU TWO? A LOVER'S QUARREL?

WE HAVEN'T BEEN *LOVERS* FOR A LONG TIME, MAY...

G•W

...AND NOW WE MAY NOT EVEN BE *FRIENDS!*

HERE, DEAR, HAVE SOME MORE WINE AND TELL US ALL ABOUT IT!

MEN, THEY'RE SUCH BEASTS, AREN'T THEY, ANNA? EVEN IF DEAR PETER *IS* MY NEPHEW!

WHY, MARY JANE, HONEY, I REMEMBER THE TIME IT WAS ALL OVER BETWEEN *MAY* AND PETER'S *UNCLE BEN*...

MEANWHILE...

SHE ISN'T *HOME*! AND FOR SOME REASON, THAT'S DRIVING ME BUGGY! WHERE CAN SHE *BE*...?

WHAT AM I *DOING*? ALL THIS AIMLESS SWINGING AROUND JUST *PROVES* THAT MARY JANE'S *RIGHT*! ANY *NORMAL* GUY WOULD JUST--

HEY, WAIT A *MINUTE*! I'M *NORMAL*...I JUST HAPPEN TO HAVE BEEN BITTEN BY A RADIOACTIVE *SPIDER*...

DELI BAKERY

THWIP

...AND NOW, AS AN EXTRA ADDED ATTRACTION, I'VE GOT THE PROPORTIONAL STRENGTH AND AGILITY AND SPEED OF A SPIDER!

I CAN STICK TO ANY SURFACE!

AND MY HANDY-DANDY *WEB-SHOOTERS* AIN'T BAD *EITHER*, ARE THEY, PAL?

N-NO-- THEY'RE *NOT*! THANKS!

AND ANY GIRL IN HER RIGHT MIND WOULD *LOVE* TO GO OUT WITH ME, RIGHT?

NOT IF YA DID *THIS* AT THE *RESTAURANT*, PAL!

RESTAURANT! WAIT A MINUTE! SHE SAID SHE WAS GOING OUT TO *LUNCH*... BUT *WHERE*?

THE *TOP OF THE PARK*-- THAT'S IT-- IN THE G&W BUILDING! *THANKS*, PAL!

THANKS--?!? WHY-- YOU'RE AS *NUTTY* AS JONAH JAMESON'S EDITORIALS *SAY* YOU ARE! I'M WRITING THE *BUGLE*! I'M--

MY *SPIDER-SENSE*! BUZZING LIKE *CRAZY*?!

HOLY COW! WHAT *IS* THAT THING?

UP AHEAD! THE G&W BUILDING!

AND THE TRANSMISSIONS FROM THE *HAT* ARE COMING FROM THERE--LOUD AND CLEAR...

A CLEVER PLAN, SMYTHE! A *PERFECT* PLAN! IT COULDN'T *BE* MORE PERFECT!

SOON SPIDER-MAN'S *AUNT* WILL BE IN MY CLUTCHES!

AND THEN, AS SURELY AS THE HAT HAS LED ME HERE... SPIDER-MAN WILL BE *MINE!*

DIT-DIT-DIT-DIT-DI

...SO YOU *SEE*, MARY JANE, YOUR QUARREL WITH PETER IS ACTUALLY A *GOOD SIGN!*

REALLY, DEAR! WITHIN *THREE WEEKS* OF MY BIG QUARREL WITH *BEN*, WE WERE *MARRIED!*

IN FACT, MAY, I THINK WE SHOULD GIVE SOME SERIOUS THOUGHT ABOUT WHAT TO *WEAR* TO THEIR *WEDDING...!*

YOU TWO ARE INCORRIGIBLE! WHAT AM I GOING TO DO WITH YOU...?

YOU CAN HELP US *DECIDE*, DEAR! NOW I'VE GOT A DRESS JUST THE COLOR OF YOUR NEW *HAT*, MAY--

PETER GAVE IT TO ME FOR MY BIRTHDAY, ANNA...

...BUT I'M *SURE* HE WOULDN'T MIND IF YOU BORROWED IT FOR SUCH A *SPECIAL* OCCASION...

WHY... I'D *LOVE* TO!

WHAT DO YOU *THINK?*

I THINK I'M *JEALOUS*, ANNA! THAT HAT LOOKS BETTER ON *YOU* THAN IT DOES ON--

G+W

CRASH!

OH MY!

SMASH!

BZZZZZZHHTTT

I'M *COMING*, AUNT ANNA! I'LL GET YOU *LOOSE*! I'LL--

TELL SPIDER-MAN I'VE GOT HIS AUNT!

EEEEEEEEE

VRROOOOOM!

HE CAN FIND ME IN MY LABORATORY! TELL HIM **SMYTHE** *WILL BE* **WAITING!**

MINUTES LATER...

SO WHAT HAPPENED, M'AM?

MY FRIEND *ANNA WATSON* WAS TRYING ON MY *HAT*... AND A ROBOT *SPIDER* CRASHED THROUGH THE WINDOW AND GRABBED HER...!

IT SAID, "TELL SPIDER-MAN, I'VE GOT HIS AUNT!" ANNA'S NIECE, *MARY JANE WATSON*...

THE *FASHION MODEL*, M'AM?

THAT'S RIGHT! SHE TRIED TO PULL ANNA *AWAY* AND SHE WAS CARRIED OFF *TOO*!

TELL *SPIDER-MAN* WHAT? *WHO* WOULD BE WAITING?

SPIDER-MAN! TWO HELPLESS WOMEN WERE CARRIED OFF BECAUSE OF YOU! *ANNA WATSON* ISN'T YOUR *AUNT*--! IF SHE WERE, *I'D* KNOW!

JONAH JAMESON IS *RIGHT* ABOUT YOU! IF ONLY DEAR PETER WERE HERE HE'D TELL YOU A THING OR TWO...

MY *SPIDER-SENSE*... WHAT'S SETTING IT OFF NOW?

AUNT MAY'S *HAT*?!?

A *TRACKING DEVICE* OF SOME KIND...SEWN INTO THE *HAT BAND*!

BLAST MY OWN *STUPIDITY*! I KNOW JUST WHERE IT *CAME* FROM!

MY *HAT*! HE STOLE MY *HAT*!

WHILE OVER SOHO . . .

MARY JANE! HOLD ON TIGHT! AND WHATEVER YOU DO, DON'T LOOK DOWN!

I-I WON'T, AUNT ANNA!

WHAT DID YOU THINK YOU WERE *DOING*, CHILD?

I-I DON'T KNOW! I SAW YOU IN THIS THING'S CLUTCHES AND I-I JUST COULDN'T LET IT *TAKE* YOU!

I-I ACTED WITHOUT THINKING, I--

WOOOOAH!

HOLD *TIGHT*, MARY JANE! YOU SHOULD HAVE JUST LET ME GO! I'M OLD! MY TIME IS UP SOON ANYWAY! BUT YOU'RE--

--GONNA DIE A LOT SOONER IF YOU DON'T HELP ME *HOLD ON!*

WHY DID YOU *DO* IT, HON. *WHY?* WHO DID YOU THINK YOU WERE-- *SPIDER-MAN?*

SPIDER-MAN?!? THIS ANNA . . *WAS* WEARING THE HAT! AND THE GIRL CALLED HER *AUNT!*

CAN IT BE *TRUE?* CAN THAT LITTLE *BEAUTY* REALLY BE *SPIDER-MAN?*

WHAT AN INCREDIBLE *DISGUISE!* ALMOST WORTHY OF THE BRILLIANCE OF SMYTHE HIMSELF!

I-- I THINK! BUT WHY IS SHE NOT TRYING TO GET *AWAY?* WHY NOT BASH ME WITH HER *SPIDER-STRENGTH?* WEB ME WITH HER *SPIDER-WEB?*

DON'T COUNT YOUR CHICKENS, SMYTHE, AT LEAST NOT *YET!*

BUT YOU'D BETTER GET A MORE SECURE GRIP ON THE BOTH OF THEM... JUST IN CASE!

WHILE AT THE KINGPIN'S SKYSCRAPER...

THIS HAT WAS A FLASHING BEACON, LEADING THE *KINGPIN* TO *AUNT MAY!*

AND I *GAVE* IT TO *HER*--! IT'S A MIRACLE *SHE* WASN'T CARRIED OFF!

WHY WAS I *STUPID* ENOUGH TO ACCEPT A GIFT FROM THAT CROOK AT FACE VALUE?

BECAUSE I WAS JUST SO DARNED GLAD TO HAVE IT BACK... THAT'S *WHY!*

AND I CARRIED IT AROUND FOR DAYS AND I *DIDN'T* GET EVEN A TINGLE OF *DANGER* FROM IT! WHY...? *WHY?!?*

BECAUSE IT WASN'T *TURNED ON* YET, STUPID! OF COURSE!

RATTATAT ATTATAT TATATA

NOTHING INHERENTLY DANGEROUS ABOUT AN INERT STRIP OF *CIRCUITS*, IS THERE?

I DON'T KNOW WHY YOU *PULLED A STUNT* LIKE THIS, *KINGPIN!*

WANT TO FIND OUT WHO I *AM*? *PUNISH* ME FOR BUSTING UP YOUR COZY LITTLE *DRUG RING?*

YOU'LL *FIND OUT*, ALL RIGHT! *AS* FOR *PUNISHMENT*-- YOU'LL GET MORE THAN YOU *BARGAINED* FOR!

YOU'VE *KIDNAPPED* SOME *INNOCENT FOLKS, KINGPIN!* AND I'M GONNA *FREE THEM* IF IT'S THE *LAST THING* I DO!

WHILE AT SMYTHE'S SOHO LAB...

SHE'S AN ORDINARY FEMALE, WITH NO INNATE POWERS...AT LEAST SHE'S DISPLAYED NONE SO FAR!

AND SHE CERTAINLY ISN'T *SHAPED* LIKE SPIDER-MAN!

NOW *THINK*, SMYTHE! USE THAT SUPERIOR INTELLECT! HOW IS IT POSSIBLE TO RECONCILE THE TWO PROFILES?

WHAT IS THAT MADMAN DOING *NOW*?

STILL STUDYING THAT *COMPUTER*!

AH *HA*!

SHHHHH! I WANT TO HEAR WHAT'S GOING ON!

AS I THOUGHT!

TAP TAP TAP

AN *EXOSKELETON* IN *MALE BODY SHAPE* WITH HYDRAULIC "*MUSCLES*", FINGER AND TOE *SUCTION CUPS*, MECHANICAL *WEB-SHOOTERS*! *BRILLIANT*!

YOU *ARE* SPIDER-MAN!

YOU'RE *MAD*!

AND THOUGH YOU'RE SO BEAUTIFUL, SPIDEY, AND AS MUCH AS I HATE TO *DO* IT...

...*SMYTHE* MUST DO WHAT *DADDY* COULDN'T...

I *CAN* CALL YOU "SPIDEY"? KNOWING YOUR LITTLE SECRET I CAN'T VERY WELL CALL YOU SPIDER-*MAN*, CAN I? *HEH-HEH*!

YOU'RE VERY UNDERSTANDING, I CAN SEE THAT... AND SO YOU UNDERSTAND...DON'T YOU, SPIDEY... WHY *SMYTHE* MUST *EXTERMINATE* YOU!

MEANWHILE, INSIDE THE KINGPIN'S HEADQUARTERS...

YOU'VE BEEFED UP YOUR *DEFENSES* KINGPIN, SINCE I WAS HERE *LAST*...

...BUT THAT WON'T *STOP* ME! YOU BUGGED MY *HAT!*

SENT A *ROBOT* TO KIDNAP *INNOCENT PEOPLE*...!

NO OTHER INNOCENT *DIES* BECAUSE OF ME, *KINGPIN!*

SMASH!

SHATTER!

NO ONE!

RELEASE THEM-- OR I TAKE YOUR BUILDING *APART*, BRICK BY BRICK!

WHAM!

WHAM!

AND THEN I START WITH *YOU!*

I ASSUME SOMEONE IS GOING TO TELL ME...

...JUST WHAT THE BLAZES IS GOING ON?

IT'S SMYTHE! HE'S KIDNAPPED THAT MODEL, *MARY JANE WATSON*--HERE'S A SHOT OF HER-- AND HER AUNT!

FROM OUR SURVEILLANCE, SMYTHE'S CONVINCED THIS GIRL IS *SPIDER-MAN!*

THEN SMYTHE IS EVEN *MADDER* THAN I THOUGHT!

BUT SPIDER-MAN *DOES* SEEM TO BE *DIVERTED!* THERE'S LITTLE CHANCE HE'LL ROAM THE CITY THIS EVENING, POKING HIS NOSE INTO MY BUSINESS!

TONIGHT'S OPERATION CAN PROCEED AS PLANNED, JOHNSON! I'LL DEAL WITH SPIDER-MAN *PERSONALLY!*

OPEN UP, YOU COWARD! THIS DOOR MAY BE REINFORCED STEEL, BUT IT'S JUST A MATTER OF TIME BEFORE I BREAK *THROUGH* IT!

AND WHEN I DO--

WHAM!

SHWIIIP!

SPIDER-SENSE GOING OFF! *DANGER!*

SPIDER-MAN! WHATEVER IS THE PROBLEM?

GIMME A *BREAK*, KINGPIN! WHY DO YOU THINK I LEFT THE *CAMERAS*? YOU *KNOW* THE PROBLEM! YOU ***ARE*** *THE PROBLEM!*

I ASSURE YOU--NONE OF MY EMPLOYEES HAD ANYTHING TO DO WITH THIS--UNFORTUNATE OCCURRENCE!

AND I SUPPOSE YOU KNOW NOTHING ABOUT *THIS HAT* EITHER?

MAKE IT GOOD, *KINGY!*

UNTIL THIS MORNING, I EMPLOYED AN *INVENTOR* WHO HAD QUITE A *GRUDGE* AGAINST YOU...!

A MAN WHO HAD ACCESS TO THE *HAT*... AND WHO IS CAPABLE OF INVENTING SUCH A ROBOT!

HE LIVES IN LOWER MANHATTAN, I BELIEVE! MY PEOPLE WILL SUPPLY YOU WITH HIS ADDRESS, IF YOU ARE INTERESTED!

PUT ME *DOWN*, SPIDER-MAN, AND I WILL TELL YOU WHAT I *DO* KNOW!

THE INVENTOR'S NAME, BY THE WAY, IS *SMYTHE!*

SMYTHE!?!

BUT *SMYTHE* IS *DEAD*-- ISN'T HE?

AND BACK IN SOHO...

YOU UNDERSTAND THAT SMYTHE MUST *SLAY* YOU... BECAUSE OF WHAT HAPPENED TO *DADDY*...

...BUT *FIRST* I SHALL SHOW YOU WHAT *MY* SPIDER-SLAYER CAN *DO*...!

IT'S BETTER THAN DADDY'S, OF COURSE-- YOU FOUGHT SEVERAL OF *HIS* VARIATIONS, DIDN'T YOU?...

...SO YOU CAN MAKE YOUR *OWN* COMPARISONS...

I'M *NOT* SPIDER-MAN! THE VERY IDEA IS *MAD!* *ANYONE* CAN SEE THAT!

I LOVE *TECHNOLOGY*... DON'T YOU!

MACHINES... COMPUTERS... CIRCUITRY AND GEARS! THEY EXCITE ME ALMOST AS MUCH AS BEAUTIFUL WOMEN!

AND AS MUCH AS IT PAINS ME TO DISTRESS SOMEONE LIKE YOU... FOR YOU ARE **SO** BEAUTIFUL... *SMYTHE* MUST HAVE THE *TRUTH* FROM YOUR OWN LIPS!

I ASSUME YOUR *AUNT* MEANS A LOT TO YOU... FROM THE NOTE YOU WROTE I THINK SHE DOES...

MARY JANE-- *WHAT* NOTE?

WHO KNOWS? THE GUY'S A *FRUITCAKE!*

SAY THE WORDS, I WANT TO HEAR, SPIDEY DARLING, OR MY *LASERS* WILL SEAR THE FLESH FROM YOUR AUNT'S BONES...

DZZZ RT!

...MY *SPIDER-WHIPS* WILL FLAY HER ALIVE... AND *YOU* WILL WATCH HER DIE...

...MUCH MORE *QUICKLY* THAN POOR *DADDY* DIED, BY THE WAY!

HE REALLY SHOULD HAVE BEEN MORE *CAREFUL* WITH RADIOACTIVE COMPONENTS OF HIS SPIDER-SLAYERS, SHOULDN'T HE--?

WHOO SSSSSH!

WHY DO YOU THINK YOU CAN FOOL ME? THE EVIDENCE IS IRREFUTABLE!

SLASH!

TELL ME, SPIDEY DEAR--IF YOU'RE NOT SPIDER-MAN, THEN WHO IS?

WHO IS?

ALL RIGHT! ALL RIGHT! YOU WIN! I'LL TELL!

YOU'RE TOO SMART FOR ME! YOU'VE DISCOVERED MY SECRET! I-I AM SPIDER-MAN!

YOU ARE--?

I HAVE TO DIE! I KNOW THAT' I UNDERSTAND--REALLY! IT'S SOMETHING SMYTHE MUST DO! BUT I'VE GOT A DEAL YOU CAN'T PASS UP!

RELEASE MY AUNT AND I'LL SHOW YOU WHERE I'VE HIDDEN MY EXOSKELETON!

THAT'S THE LAST HAT I'M BUYING--*EVER!* FIRST IT ALMOST GETS *ME* KILLED...AND NOW--

OH, WHO AM I KIDDING! IT'S NOT THE DUMB HAT! IT'S *ME* WHO PUT MARY JANE AND ANNA IN DANGER!

UNCLE BEN DIED! GWEN DIED! NOW *THEY* COULD--

NO! THINK POSITIVE, PARKER! YOU'VE FOUND OUT WHERE THEY *ARE!* NOW GET 'EM *BACK!*

MEANWHILE...

YOU GUESSED ABOUT MY *EXOSKELETON SUIT,* SMYTHE! HOW?

I EXTRAPOLATED FROM THE KNOWN DATA! EVEN *DADDY* DUPLICATED THE *GROSSER* SPIDER-UH-*PERSON* PHENOMENA...

...BUT THE SUBTLE COMPLEXITIES WOULD BE BEYOND EVEN *SMYTHE'S* GENIUS! SO HOW DID YOU--

OH...I-I *DIDN'T!* IT WAS *ALIENS!*

ALIENS? THAT EXPLAINS MUCH...

I CAN'T BELIEVE IT! HE DIDN'T BAT AN EYE AT THE "ALIENS" RIFF LET'S PUT *THIS* ONE ON THE HOOK AND SEE IF HE BITES!

IT'S WONDERFUL, SMYTHE, FINALLY MEETING SOMEONE WHO UNDERSTANDS--

SMYTHE UNDERSTANDS ONLY TOO WELL SPIDEY DEAR!

"AND THAT IS WHY YOUR AUNT REMAINS MY CAPTIVE...UNTIL YOU DELIVER THE *SUIT!*"

YOU, OF COURSE, MUST STILL *DIE!*

DARN!

SO SMYTHE--HOW ARE YOU GOING TO RECORD YOUR VICTORY OVER ME?

RECORD...?

*SURE! YOU KNOW...MOVIES? **PICTURES?** YOU OWE IT TO POSTERITY!*

I DON'T OWN A CAMERA!

I KNOW WHERE YOU CAN GET ONE! I'LL BET YOUR DADDY NEVER TOOK PICTURES OF HIS EXPLOITS!

YOU KEEP DADDY OUT OF THIS!

MEANWHILE AT...

SMYTHE'S WAREHOUSE! HIS LAB'S ON THE GROUND FLOOR...

...SO FEETS DO YOUR STUFF!

CRASH!

SPIDER-MAN!

NO! STAY BACK! DON'T COME ANY FURTHER!

SMYTHE TOOK MY NIECE! HE'S A MADMAN! HE'S CONVINCED THAT SHE'S YOU! MY NIECE DIDN'T KNOW IT...

...BUT SMYTHE LEFT TRAPS... HEAT-SEEKING BOMBS... SMYTHE CALLED THEM BUG BOMBS!

HE SAID THEY WOULD SEEK ME OUT AND I WOULD DIE HORRIBLY... AND NOW YOU'LL DIE TOO!

AND EVEN AS SPIDER-MAN WHIRLS TO FACE THAT NEW THREAT...

YOU WERE ACTUALLY THINKING OF BUYING A CAMERA?

THAT'S IT! THE CAMERA STORE! ONLY...IT-IT'S CLOSED!

ZZZZZT

SMASH!

HOW LAUGHABLE! SMYTHE TAKES WHAT HE WANTS!

SOMEONE ONCE TOLD ME IF I WERE IN A DESERTED AREA IN DANGER OF BEING MUGGED...

...TO BREAK A STORE WINDOW AND THE ALARMS WOULD SUMMON THE COPS!

BRANGA-BRANGA-BRANGA!

SO FAR, SO GOOD!

NOW GO INSIDE AND SELECT THE CAMERA! AND HURRY!

I WILL! I KNOW JUST WHAT I NEED TO DO!

WEEEOOOEEEOOO

THE POLICE ARE COMING! YOU'RE STALLING!

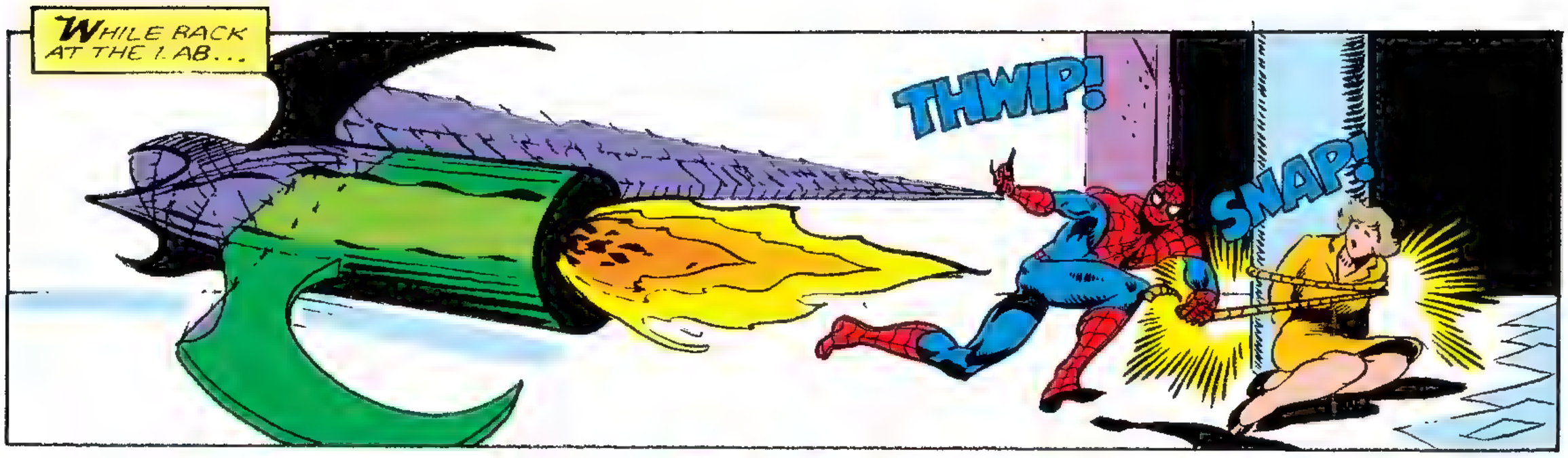
Anna in war Grand Stree rescue her. will get Smyt to go to the Daily Bugle.

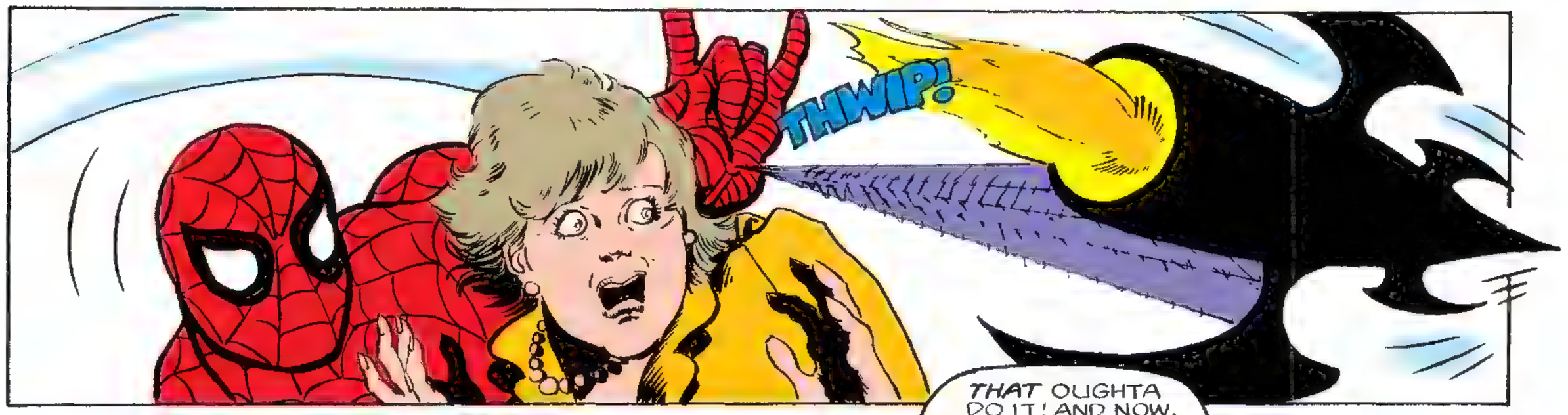
NO I'M NOT! I'M JUST TRYING TO FIND THE RIGHT KIND OF FILM!

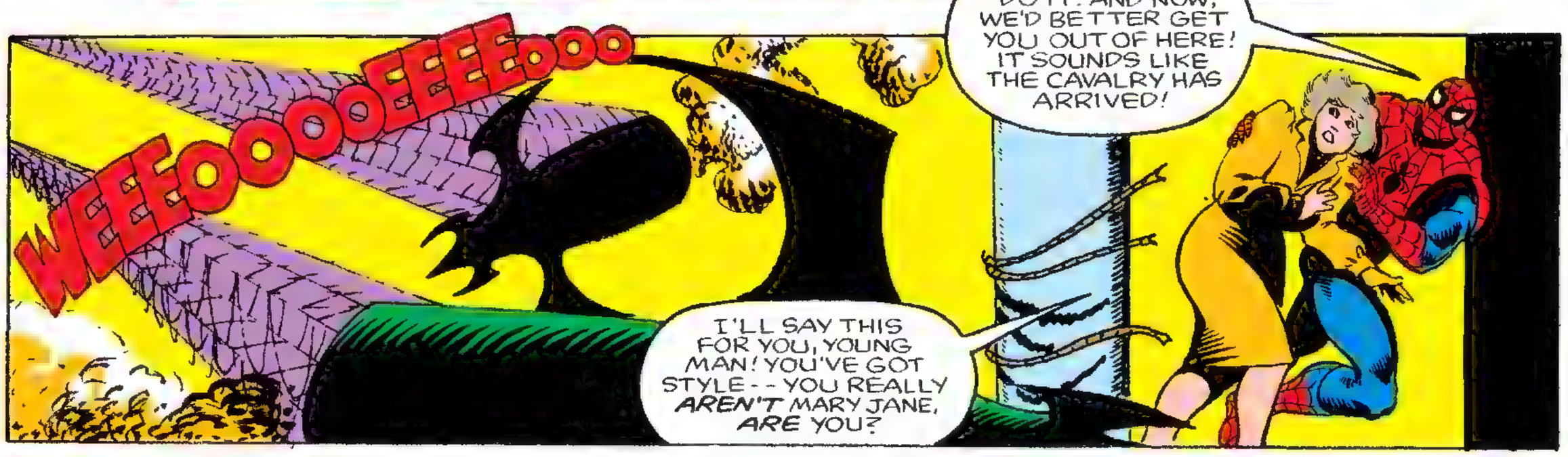
CA-

POLICE

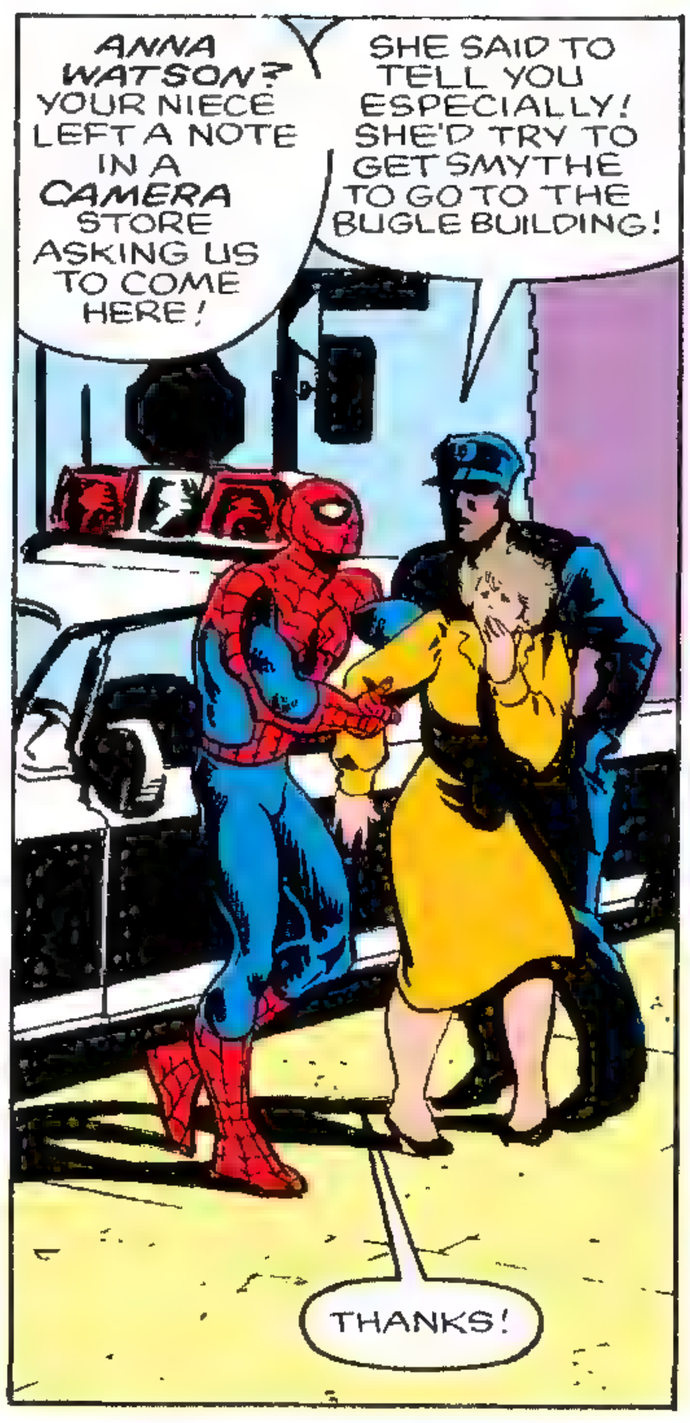
SEE? GOT IT! ENOUGH FOR LOTS OF PICTURES!


WHILE BACK AT THE LAB...
THWIP!
SNAP!


THWIP!


WEEEOOOOEEEEooo
THAT OUGHTA DO IT! AND NOW, WE'D BETTER GET YOU OUT OF HERE! IT SOUNDS LIKE THE CAVALRY HAS ARRIVED!
I'LL SAY THIS FOR YOU, YOUNG MAN! YOU'VE GOT STYLE - - YOU REALLY AREN'T MARY JANE, ARE YOU?

WHAT?
NEVER MIND, IT WAS A SILLY QUESTION! I'VE BEEN UNDER A GREAT DEAL OF STRAIN IN THE LAST FEW HOURS!
AND SINCE YOU'RE NOT HER THEN YOU MUST SAVE HER, MUSTN'T YOU?
WHERE DID SMYTHE TAKE HER?


ANNA WATSON? YOUR NIECE LEFT A NOTE IN A CAMERA STORE ASKING US TO COME HERE!
SHE SAID TO TELL YOU ESPECIALLY! SHE'D TRY TO GET SMYTHE TO GO TO THE BUGLE BUILDING!
THANKS!

WEIRDO.
SUCH A NICE YOUNG MAN! AND SO POLITE! HOW CAN THE BUGLE PRINT SUCH TERRIBLE STORIES ABOUT HIM?

WHILE HIGH OVER CHELSEA...

PETE'S BUILDING'S DOWN THERE! HIS SKYLIGHT'S RIGHT BELOW US NOW! GOOD!

SMYTHE! STOP! WHAT A GREAT SHOT!

YOU AND YOUR SPIDER-SLAYER WITH THE EMPIRE STATE BUILDING IN THE BACKGROUND!

SORT OF A SMYTHE CONQUERS NEW YORK SHOT! ONLY... WE'D BETTER MOVE BACK A LITTLE FARTHER TO GET IT ALL IN!

FARTHER... FARTHER...

NOW STOP! YOU LOOK SO... SO MASTERFUL AGAINST THE SKYLINE, SMYTHE!

YES... I KNOW! YOU WANT ME! IT IS SAD... THAT A BEAUTIFUL WOMAN LIKE YOU SHOULD DIE...

CLIK-WRRRRRRR!

...AND YOU MUST WHEN YOUR EXOSKELETON IS MINE! HOW DID YOU SAY IT WORKS AGAIN...

WELL, THE ALIENS SAID THAT IT WORKED BY MAGNETISM AND--

PLEASE, PETE! BE HOME! COME AND HELP ME! I CAN'T TELL SMYTHE YOU'RE SPIDER-MAN, FOR SOME STUPID REASON I JUST CAN'T...

...BUT DARN IT, PETE, I'M TIRED OF THIS SILLY GAME!

CRASH!

WHAT WAS **THAT** LITTLE CHARADE ALL ABOUT? YOU TRIED TO **TRICK** SMYTHE, DIDN'T YOU?

SMYTHE IS INDEED! I KNEW YOU WOULD TRY SOME VICIOUS LITTLE TRICK! AND THAT IS WHY I PLAYED A TRICK ON **YOU!**

KEEP TRYING TO TRICK **ME!** DRAW **ATTENTION** TO ME! TO GET ME CAPTURED!

A-ALL RIGHT! YOU'RE **RIGHT!** YOU'RE TOO SMART FOR ME!

I LEFT **BUG-BOMBS** TO ATTACK YOUR AUNT AND DESTROY HER! SHE WILL HAVE BEEN **DEAD** FOR AT LEAST **TEN MINUTES!**

YOU MUST ADMIT THAT **FAIR** IS **FAIR!**

TEN MINUTES! MY MESSAGE WAS TOO LATE THEN!

I SHOULD HAVE **TOLD** HIM! SENT HIM TO PETE RIGHT AWAY... NOT TRIED TO STALL HIM... TO PLAY FOR TIME!

NOW WHERE IS MY **EXOSKELETON?**

TELL ME OR I DROP YOU HERE AND NOW!

I-I... THE **BUGLE...** IT'S AT THE **DAILY BUGLE!**

AH HA! **JAMESON** IS THE PUBLISHER THERE! HOW FITTING THAT **HE** SHOULD BE INVOLVED!

AND EVEN AS **SMYTHE** TURNS HIS SPIDER-SLAYER UPTOWN...

THE **BUGLE!** **FASTER,** BLAST IT! THIS WHOLE **DAY** HAS BEEN ONE HUGE **NIGHTMARE!**

LIKE MY **DREAM!** ONLY THIS TIME IT'S **REAL!** THIS TIME I CAN'T BE TOO LATE!

DAILY BUGL

NOW, SPIDEY DARLING, WHERE IS THE EXOSKELETON?

THERE!

CRASH!

BE THERE, PETE! *PLEASE!* COME OUT AND *KILL* THIS MANIAC!

HEY! WHAT'S GOING *ON* OUT THERE?

BET IT'S THE ROBOT THAT SMASHED UP TOP OF THE PARK!

MUST HAVE A THING ABOUT GLASS!

HEY, YOU COSTUMED NUT! WHO'S GOING TO *PAY* FOR THAT WINDOW?

YOU TRICKED ME *AGAIN*... FOR THE *LAST TIME!*

YOU *NEVER* PLANNED TO REVEAL YOUR SUIT'S WHEREABOUTS, DID YOU?

THIS WAS A *GAME* FOR YOU... LIKE *CHECKERS!* OR *HIDE AND SEEK!*

JAMESON, YOU ENCOURAGED DADDY TO BUILD HIS SPIDER-SLAYERS!

YOU SHOULD ENJOY WATCHING AS SMYTHE *DESTROYS* DEAR SPIDER-MAN!

ARE YOU *CRAZY*, YOU ROBOT-RIDING LUNATIC? THAT'S NOT--

JONAH! THAT'S PETE'S *GIRL!* HE'S GOT *MARY JANE WATSON!*

OH MY LORD! ROBBIE, YOU'D BETTER CALL THE *COPS!* FAST!

IT WAS A GAME FOR YOU-- A TRICK FROM THE BEGINNING!

LET'S SEE HOW YOU LIKE PLAYING--

--SKEET-SHOOT!

ZZZZT

NO!

SNAP!

I CAN'T LET IT HAPPEN-- ALL OVER AGAIN!

ZZZZT!

MARY JANE!

MARY JANE! MARY JANE!

Y-YOU GOT HERE!

ARE YOU *KIDDING*? I'VE BEEN FOLLOWING YOUR TRAIL ALL OVER TOWN!

YEAH... MAYBE I'M NOT SUCH A CHICKEN AFTER ALL, EH, TIGER...

MARY JANE! ARE YOU *ALL RIGHT*?

SHE'S **NOT** SPIDER-MAN.. SHE **LIED** TO ME!

YOU'RE NOT **SMYTHE!** WHO **ARE** YOU?

ZZZ

COME ON, MJ! LET'S GET YOU *OUT*--

NNNN

LET'S PLAY TWENTY QUESTIONS, SMYTHE! IF YOU DROP A SHAVER IN THE SHOWER... WHAT HAPPENS?

CRASH!

ZZZT!!

SPLASH!

WHAT CANNOT HAPPEN TO MY SPIDER-SLAYER, INSECT!

I HAVE CREATED IT SO WATER TIGHT, I COULD FLY THROUGH NIAGRA FALLS WITH IT!

SO LET'S DRAW A WILD CARD, SHALL WE?

HA! AT LEAST THE WINDSHIELD'S NOT TEFLON COATED!

LISTEN, SMYTHE! YOU LOVED YOUR FATHER BUT THAT'S NO REASON...

WHSSSSSSS

LOVED DADDY...?

HE LEFT MOMMY AND ME ALONE--FOR YOU! OH, AT FIRST HE'D VISIT SOMETIMES... AND WHEN HE DID... ALL HE COULD TALK ABOUT WAS YOU!

HE DION'T EVEN SEE ME!

NO MATTER THAT I WAS AS MUCH A GENIUS AS HE!

NO MATTER WHAT I SAID... OR DID...OR BUILT... YOU WERE ALL HE CARED ABOUT!

HIS PRIDE! HIS JOY! KILLING THAT BOUNCING BABY BOY!

AND HE FAILED! HE FAILED AT EVERYTHING!

WHEREAS SMYTHE WILL SUCCEED!

SMYTHE...SMYTHE... ALWAYS SMYTHE! WHAT ABOUT ME?

SNAP!

YOU, SPIDER-MAN?

YOU WILL DIE!

DON'T COUNT ON IT, BUBBY!

ZZTTTT!

ZZTTTT!

ZZTTTT!

I HOPE YOU HAVE AN ELECTRIFYING EXPERIENCE!

COME ON, GENIUS! KILL ME IF YOU CAN!

I'VE PLANNED FOR THAT TRICK, SPIDER-MAN! I CAN TAKE UP TO A THOUSAND VOLTS AND LIVE!

ZZTTT!

ZZTTT!

ZZTTT!

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WHAT ABOUT YOU, PAL?

DOZZZ

SMYTHE! SMYTHE!

WHAT HAVE I DONE? WHAT DID I MAKE *HIM* DO?

SPIDER-MAN! AMTRAK *SECURITY!* *GET BACK!*

THE GUY'S ALIVE IN THERE! WE CAN SEE HIM MOVING!

THAT THING -- WHATEVER IT IS--MUST BE INSULATED AS HECK!

AN ACCIDENT LIKE THIS'LL SHUT DOWN N.Y.-WASHINGTON SERVICE FOR A WHILE! STRAND LOTS OF PASSENGERS IN NEWARK!

HEARD IT ON THE NEWS! KIDNAPPED A COUPLE OF INNOCENT WOMEN, DIDN'T HE?

I NEVER BELIEVE THAT STUFF THE BUGLE PRINTS ABOUT YOU ANYWAY, SPIDEY!

BUT DON'T WORRY, THEY CAN TAKE THE PATH TRAINS IN! THAT THE ROBOT THAT SMASHED UP THE TOP OF THE PARK TODAY?

A WHILE BACK, YOU NABBED SOME PUNKS THAT WERE MUGGING MY SISTER! THE CITY COULD USE A FEW MORE LIKE YOU!

YOU DON'T NEED ME HERE, THEN?

NAH! IT WAS *SELF DEFENSE!* YOU GOT TONS OF WITNESSES!

GREAT! THERE'S SOMEBODY I'M REAL WORRIED ABOUT!

AND BACK AT THE BUGLE...

DAILY BUGLE

HEY, PETE! SLOW DOWN!

WHAT ABOUT MARY JANE?

SHE'S OKAY! SPIDER-MAN SAVED HER!

HE EVEN SAVED MY AUNT ANNA!

THANKS, PETE!

MARY JANE... DON'T!

IF IT WASN'T FOR *ME*, YOU WOULDN'T HAVE BEEN IN TROUBLE IN THE FIRST PLACE!

I'D BEEN SORT OF HOPING WE'D GET BACK TOGETHER! *NOW* I SEE WHAT A ROTTEN IDEA THAT WAS!

I AM A MENACE...JUST NOT THE KIND JONAH SAYS I AM! I'M A DANGER TO ANYONE CLOSE TO ME! I'D ALMOST FORGOTTEN--

--BUT SMYTHE AND YOU... HE REALLY BROUGHT IT ALL BACK *REAL CLEAR!*

HEY, MARY JANE!

MAYBE YOU PICKED THE WRONG LINE OF WORK!

LOOK WHAT YOU HAD IN YOUR CAMERA--*FRONT PAGE MATERIAL!*

IT WASN'T *HARD*, ROBBIE! I JUST GUESS YOU HAD TO *BE* THERE!

THE NEXT EVENING...

I DON'T *CARE* WHAT JONAH JAMESON'S EDITORIALS SAY, MAY PARKER!

SPIDER-MAN *RESCUED* ME AND HE ACTED LIKE A PERFECT GENTLEMAN! WHY, HE'S NO MORE A MENACE THAN... THAN PETE HERE!

DAILY BUGLE

BEAUTY FOILS BEAST

KINGPIN DENIES INVOLVEMENT AS ILLEGAL DRUG SHIPMENT FLOODS CITY!

HOW CAN YOU WORK AT A PAPER THAT RUNS THOSE ANTI-SPIDER-MAN EDITORIALS, PETER? *I* THINK...

I DON'T KNOW, AUNT ANNA! IT'S GOOD MONEY! THE PICTURE *I* TOOK PAID FOR A CAMERA, BROKEN WINDOWS, OUR DINNER *HERE*, AND I HAVE ENOUGH LEFT OVER TO TAKE PETE TO THE MOVIES!

YOU *TWO* RUN ON ALONG! YOU'LL BE LATE...! ANNA AND I WILL JUST FINISH OUR COFFEE...

...AND OUR DISCUSSION! NOW, ANNA! THAT SPIDER-MAN MAY HAVE DONE A GOOD DEED *THIS* TIME...

...BUT A LEOPARD DOESN'T CHANGE HIS SPOTS AND JONAH JAMESON ALWAYS SAID...

YA KNOW, PETE! BEING SPIDEY ISN'T *ALL* FUN AND GAMES, IS IT?

Sign of the Dove

IT GETS *LONELY* SOMETIMES, FIGHTING IT OUT UP THERE ALL *ALONE!* EXCEPT YOU'RE THE ONLY ONE WHO'S THERE TO *DO* IT!

I'M *GLAD* NOW THAT I KNOW YOU'RE SPIDER-MAN... AND THAT YOU *KNOW* I KNOW!

BUT THAT *STILL* DOESN'T MEAN I HAVE TO *LIKE* IT!

END.

#12 AGE OF APOCALYPSE VARIANT BY JAMAL CAMPBELL

#12 VARIANT BY **GUILLEM MARCH**

REGENT MAKES HIS POWER PLAY!

SUPER HEROES AND SUPER VILLAINS alike have been disappearing. At first, these appeared to be isolated incidents, but something much more sinister is going on: The so-called hero Regent, a.k.a. Augustus Roman, has used his resources to siphon his captives' abilities. Now, he has the power of the Marvel Universe at his fingertips — and it will take the combined efforts of Peter Parker, Miles Morales, Iron Man and the rest of the All-New, All-Different Avengers to stop him! Which is a problem, since web-head and shell-head aren't exactly getting along — and their conflict may well open the door for Regent to begin his assault on Earth's Mightiest Heroes. But could a certain redheaded mutual acquaintance of Peter and Tony be the key to foiling Regent's plans?

COLLECTING ***AMAZING SPIDER-MAN (2015) #12-15*** AND MATERIAL FROM ***#1*** – BY DAN SLOTT, CHRISTOS GAGE, GIUSEPPE CAMUNCOLI, PACO DIAZ, CAM SMITH, MARTE GRACIA AND ISRAEL SILVA – PLUS THE CLASSIC ***AMAZING SPIDER-MAN ANNUAL (1964) #19***.

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